ANNUAL
72 BIG PAGES ANNUAL
APPROVED BY THE COMICS CODE AUTHORITY
the AMAZING SPIDER-MAN
#1
1964
MARVEL COMICS GROUP 25¢
FEATURING: SPIDEY'S BIGGEST LONGEST, GREATEST BATTLE, AS HE ATTACKS:
"THE SINISTER SIX!"
WITH A GALAXY OF THE MOST GOL-DARNED GUEST-STARS THAT YOU CAN SHAKE A WEB AT!
JAM-PACKED WITH SPECIAL SURPRISE FEATURES

TREASURE CHEST OF FUN

WONDERFUL CRYSTAL

WRIST RADIO

RECEIVES BROADCASTS UP TO 50 MILES WITH ATTACHED ANTENNA
WEAR IT LIKE A WATCH
LISTEN IN LIKE A RADIO

Wow! A wrist radio like the one used by the famous detective character that really works. Yes, imagine receiving broadcasts up to about 50 miles, using the antenna attachment. Without attaching the antenna lead-in clip (which is included), to a substantial antenna such as the dial stop on a telephone, reception is limited to a few miles. Think what fun it will be to have your own personal wrist radio that actually permits you to listen to your own programs without disturbing others, and there are no batteries, no tubes—nothing to wear out. Makes detective and battle games seem more real, pretending to transmit messages, and getting help in the nick of time. Complete with private earphone.
No. 86 ..... **2.98**

WORMS
Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless.
No. 612 ..... **15c**

TRICK BLACK SOAP
Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless.
No. 575 ..... **Only 25c**

JOY BUZZER
The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation." Absolutely harmless.
No. 239 ..... **Only 50c**

JOKE BOOK
Over 600 hilarious jokes, puns and gags. You'll have a collection of jokes that will keep your friends laughing for a long while. Clever jokes mean self-confidence and social success.
No. 221 ..... **Only 45c**

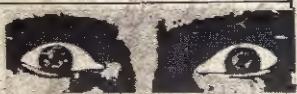
KRAZY KRAX
Apply this to the television screen and it appears that the glass is cracked.
No. 3333 ..... **60¢**

SURPRISE PACKAGE
Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth.
No. 678 ..... Only **50¢**

WHOOPS!
Looks like somebody lost their lunch. It's nauseatingly real. Ugh! We wrap it very carefully, it's so disgustingly real. It may not be nice, but it sure gets reaction. Naturally, it's made of realistic plastic.
No. 192 ..... **79c**

ONION GUM
Yes — Looks like real chewing gum, but tastes like—like—ONIONS! It's too funny! 12 slices to a pack.
No. 281 ..... **15c**

TRICK LOADED CIGAR
A cigar loaded with a trick spring. Cigar bursts when one third smoked and causes a panic.
No. 681 ..... **30c**

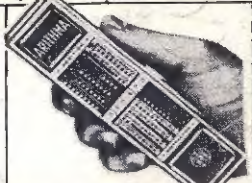


HOW TO HYPNOTIZE AND CONTROL OTHERS
Another great party entertainment. This secret Power Key of 25 lessons in hypnosis is designed especially to develop your hidden spark. Its remarkable pages cover the subjects of mystic healing, telepathy, mind reading, thought transference, etc.
No. 7212 ..... **Only 45¢**

X-RAY SPECS
An Hilarious Optical Illusion

Scientific optical principle really works. Imagine — you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend. Is that really his body you "see" under his clothes? Loads of laughs and fun at parties.
No. FL7 ..... **$1.00**

MONEY CHANGER
Just like a professional money changer. Attaches to any belt. Holds pennies, nickels, dimes and quarters.
No. 70 ..... **90c**



MIDGET ADDING MACHINE
Accurately and automatically adds, subtracts, and multiplies. A precision instrument that's completely reliable, simple to operate. So compact, it can hardly be noticed in the hand. Slips easily into pocket or purse. Now, get all the right answers at once at your fingertips.
No. 91 ..... **1.98**

HAWK RING
Hawk style. Wide open beak. Red painted eyes. Superb color — magnificent . . . deadly . . . dangerous. Specify size.
No. 209 ..... **39c**

BOOMERANG
Here's something new in target throwing. In case you miss, it comes right back to you, and bingo! you're all set to "fire" again. More fun than a "barrel of monkeys."
No. 141 ..... **60c**

We cannot ship orders under $1.00

HONOR HOUSE PRODUCTS CORP., Lynbrook, N.Y. Dept. KG-39

Rush me the items listed below. If I am not satisfied I may return any part of my purchase after 10 days free trial for full refund of the purchase price.

ITEM #	NAME OF ITEM	HOW MANY	TOTAL PRICE

☐ I enclose ..... in full payment. The Honor House Products Corp. will pay postage.

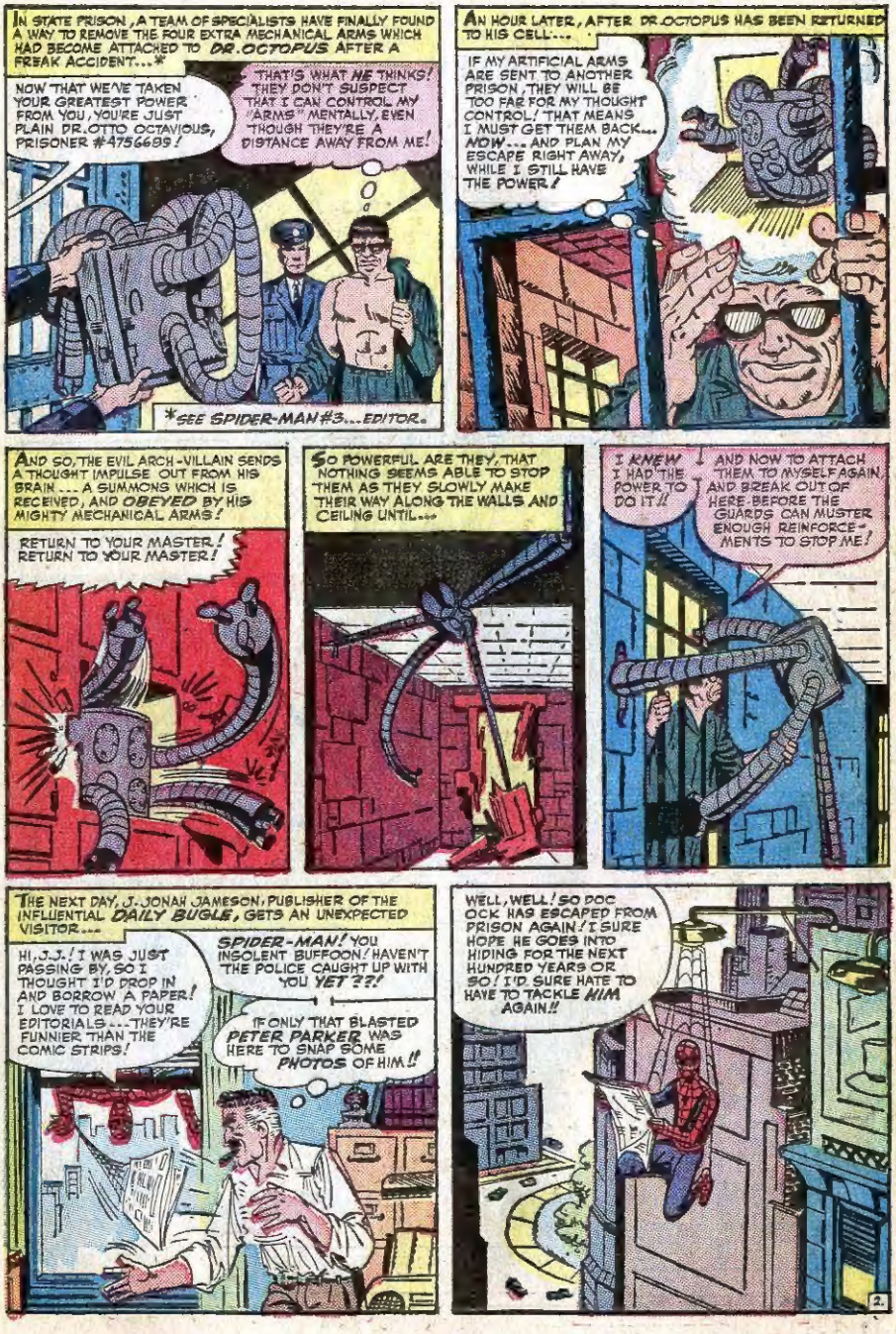
☐ Send C.O.D. I will pay postman on delivery plus a few cents postage.

NAME .....

ADDRESS .....

AMAZING SPIDER-MAN ANNUAL is published by NON-PAREIL PUBLISHING CORP. OFFICE OF PUBLICATION: 655 MADISON AVENUE, NEW YORK, N.Y. Published annually. Copyright 1964 by Non-Pareil Publishing Corp., 655 Madison Avenue, New York, N.Y. No. 1, 1964 issue. Price 25c per copy. No similarity between any of the names, characters, persons, and/or institutions is intended, and any such similarity which may exist is purely coincidental. Printed by The Eastern Color Printing Co., Waterbury 20, Conn. Martin Goodman, Publisher.

SPIDER-MAN
"The SINISTER SIX!"
CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY SINISTER SIX?!
IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE SINISTER SIX!!
What Happens NOW? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY LOST HIS AMAZING SPIDER POWERS!!
41 Pages
Of Indescribable Excitement
Written By:
STAN LEE
Drawn By:
STEVE DITKO
POSSIBLY THE MOST TALKED-ABOUT TEAM IN COMICS TODAY!
LETTERED BY: S. ROSEN
IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!


IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO DR. OCTOPUS AFTER A FREAK ACCIDENT...*
NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIOUS, PRISONER #4756699!
THAT'S WHAT HE THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!
*SEE SPIDER-MAN #3...EDITOR.
AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...
IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... NOW... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!
AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND OBEYED BY HIS MIGHTY MECHANICAL ARMS!
RETURN TO YOUR MASTER! RETURN TO YOUR MASTER!
SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...
I KNEW I HAD THE POWER TO DO IT!!
AND NOW TO ATTACH THEM TO MYSELF AGAIN AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!
THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL DAILY BUGLE, GETS AN UNEXPECTED VISITOR...
HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!
SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU YET??!
IF ONLY THAT BLASTED PETER PARKER WAS HERE TO SNAP SOME PHOTOS OF HIM!!
WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE HIM AGAIN!!
2.

OH, IT'S ONLY THOR HURTLING BY! BOY! THAT GUY REALLY COOKS UP A STORM WHEN HE GETS GOIN'! HE DIDN'T EVEN SEE ME!
HE'S EITHER ON HIS WAY TO A MEETING OF THE AVENGERS... OR HE'S LATE FOR HIS BARBER!

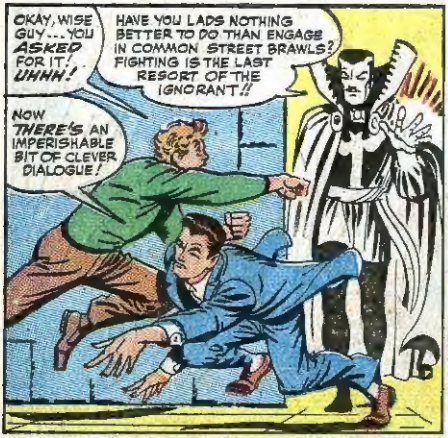
MIGHTY THOR APPEARS EACH MONTH IN HIS OWN MAGAZINE, AS WELL AS IN THE AVENGERS!

MEANWHILE, IN ANOTHER PART OF THE CITY, A VERY STRANGE, OMINOUS MEETING IS ABOUT TO BEGIN...
LET'S GET STARTED, OCTOPUS! ELECTRO IS NOT USED TO BEING KEPT WAITING!
BE PATIENT! WE CAN'T BEGIN 'TILL EVERYONE IS HERE! IT WON'T BE LONG!
AHH! HERE COMES MYSTERIO NOW! WE NEED WAIT FOR ONLY TWO MORE!

LOOK--IF NONE OF US WAS ABLE TO DEFEAT SPIDER-MAN BEFORE, WHAT MAKES YOU THINK WE CAN DO IT NOW?
USE YOUR HEAD, ELECTRO! EACH OF US ALMOST BEAT HIM, ALL ALONE! WORKING TOGETHER, HOW CAN WE FAIL??
KRAVEN THE HUNTER IS RIGHT! BESIDES I'VE GOT A FOOL-PROOF PLAN ALL WORKED OUT!

BUT, LET US LEAVE THE GATHERING OF SUPER-VILLAINS FOR A MOMENT! THE NEXT DAY, ON A STREET IN FOREST HILLS, PETER PARKER'S SPIDER SENSE DETECTS SOMETHING FRIGHTENING ABOUT A PASSING STRANGER!
I FEEL A STRONG, ALARMING TINGLE! IT'S CAUSED BY THAT MAN WHO PASSED BY! I'D BETTER INVESTIGATE! ---IT COULD MEAN...
PARKER! I'VE BEEN LOOKIN' FOR YOU! YOU'RE NOT GONNA GET AWAY FROM ME THIS TIME!
OHH, NO!! OF ALL TIMES FOR FLASH TO COME LOOKING FOR TROUBLE!

I SAW YOU WALKIN' HOME FROM SCHOOL WITH LIZ YESTERDAY! I'M THROUGH WARNIN' YOU TO KEEP AWAY FROM MY GIRL NOW, PUNY PARKER! IT'S TIME YOU LEARNED A LESSON YOU'LL UNDERSTAND!
LOOK, BIRD-BRAIN! THE ONLY LESSON A MEAT-HEAD LIKE YOU COULD TEACH IS A LESSON IN STUPIDITY! NOW GET LOST...
YOU TELL 'IM, FLASH!
LET 'IM HAVE IT, FLASH!


OKAY, WISE GUY... YOU ASKED FOR IT! UHHH!
HAVE YOU LADS NOTHING BETTER TO DO THAN ENGAGE IN COMMON STREET BRAWLS? FIGHTING IS THE LAST RESORT OF THE IGNORANT!!
NOW THERE'S AN IMPERISHABLE BIT OF CLEVER DIALOGUE!

LOOK OUT, MISTER! I CAN'T STOP MY PUNCH IN TIME...!! YIIII!! I-I WENT RIGHT THROUGH HIM!!
DO NOT BE ALARMED! THIS IS ONLY MY ECTOPLASMIC SPIRIT FORM YOU SEE BEFORE YOU! MY PHYSICAL SELF IS SAFELY AT HOME, IN MY STUDY!!

WOW! I NEVER THOUGHT I'D SEE HIM FOR REAL! DO YOU KNOW WHO THAT WAS?
I THINK SO! B-BUT I ALWAYS THOUGHT HE WAS JUST SOME PHONY MAGAZINE HERO!
THERE'S NOTHING PHONY ABOUT THAT CHARACTER! THAT WAS DR. STRANGE IN THE FLESH! OR... I GUESS WE SHOULD SAY, NOT IN THE FLESH!!
DR. STRANGE APPEARS EACH MONTH IN STRANGE TALES.

MEANWHILE, PETER PARKER HAS TAKEN ADVANTAGE OF THE SUDDEN INTERRUPTION TO MAKE ONE OF THE MOST DRAMATIC CHANGES IN ALL OF ADVENTUREDOM ...
NOBODY SAW ME DUCK AROUND THE CORNER!
I'D BETTER CHANGE TO SPIDER-MAN REAL FAST AND FIND OUT WHAT THERE IS ABOUT THAT FELLA THAT MADE MY SPIDER-SENSE TINGLE SO VIOLENTLY!!

THE AURA OF VILLAINY WHICH HE EXUDES IS ALMOST TOO STRONG TO BEAR! WHOEVER HE IS, HE REPRESENTS A GRAVE DANGER! I'D BETTER TACKLE HIM NOW!

HOLD IT, MISTER! I WANT TO TALK WITH... HUH??!
THERE'S NOTHING HERE!! JUST AN EMPTY SUIT OF CLOTHES!! BUT... HOW??!

BUT, IF SPIDEY HAD BEEN ABLE TO PEER BENEATH THE TINY CRACKS IN THE GRATING BELOW THE EMPTY GARMENTS, HE'D HAVE SEEN ONE OF THE STRANGEST CRIMINALS OF ALL TIME RE-FORMING HIS BODY PARTICLES INTO NORMAL SHAPE ONCE MORE!
THAT WAS CLOSE! BUT, THE SANDMAN CAN'T STOP TO FIGHT SPIDER-MAN NOW! I'M LATE FOR THE URGENT MEETING WHICH DR. OCTOPUS CALLED!

MOMENTS LATER...
MY SPIDER SENSE INDICATES THAT THE ONE I'M AFTER IS DOWN HERE SOMEWHERE! BUT HE HAS TOO MUCH OF A HEAD START...TOO MANY TUNNELS! I WONDER WHO HE COULD HAVE BEEN??

I'D BETTER GET HOME NOW! IT'S ALMOST DINNER TIME, AND I DON'T WANT TO WORRY AUNT MAY!
SAY, THAT'S STRANGE! THERE'S A LIGHT ON IN THE ATTIC! WHY WOULD SHE BE UP THERE?

SHE OPENED UNCLE BEN'S TRUNK!... LOOKING AT HIS OLD LETTERS AND PHOTOS! GOSH!
I HATE TO SEE HER WEEP THAT WAY! I GUESS SHE NEVER REALLY GOT OVER UNCLE BEN'S DEATH AT THE HANDS OF THAT BURGLAR MONTHS AGO!

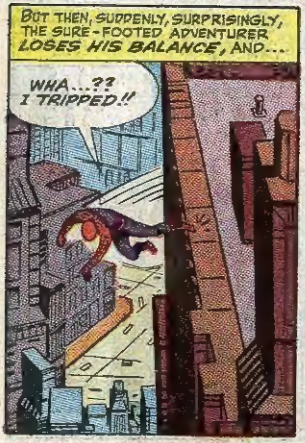
TURNING FROM THE WINDOW WITH A HEAVY HEART, SPIDER-MAN WALKS AIMLESSLY ALONG THE ROOF-TOPS, LOST IN HIS OWN GLOOMY THOUGHTS...
I CAN NEVER FORGET THAT I'M PARTIALLY TO BLAME FOR UNCLE BEN'S DEATH!* AND THE FACT THAT I'M THE ONLY ONE WHO KNOWS IT DOESN'T MAKE IT ANY EASIER TO LIVE WITH!
*SEE MARVEL ANNUAL #1... EDITOR.

HE WAS ALWAYS SO GOOD TO ME... SUCH A REAL PAL! WE WENT EVERYWHERE! HE LOVED ME LIKE HIS OWN SON! HE WANTED ME TO BE SOMEONE!

"I STILL REMEMBER THAT TERRIBLE DAY! I HADN'T BEEN SPIDER-MAN FOR VERY LONG, AND I DIDN'T WANT TO WASTE MY POWERS! I REMEMBER HOW I STOOD CALMLY BY WHEN I MIGHT HAVE HELPED TO CATCH AN ESCAPING CRIMINAL!"
STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!
WHY SHOULD I BUTT IN?

IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WH HADN'T I STOPPED HIM?? WHY? WHY??

AND NOW, NO MATTER WHAT I DO... NO MATTER HOW GREAT MY SPIDER POWERS ARE, I CAN NEVER UNDO THAT TRAGIC MISTAKE! I CAN NEVER COMPLETELY FORGIVE MYSELF!
SOMETIMES I HATE MY SPIDER-MAN POWERS! SOMETIMES I WISH I WERE JUST LIKE ANY NORMAL TEEN-AGER! IF ONLY IT HAD NEVER HAPPENED!


BUT THEN, SUDDENLY, SURPRISINGLY, THE SURE-FOOTED ADVENTURER LOSES HIS BALANCE, AND...
WHA...?? I TRIPPED!!

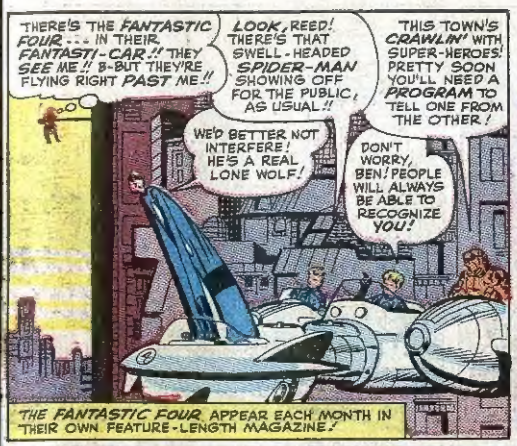
IT'S IMPOSSIBLE! IT NEVER HAPPENED BEFORE!! I CAN'T TRIP!! I CAN'T...!!

PERHAPS I WAS JUST TOO CARELESS! SO WRAPPED IN THOUGHT THAT I FORGOT I WAS AT THE ROOF'S EDGE!!

BUT THEN, HE RECEIVES ANOTHER SHOCK...
OH, NO! I CAN HARDLY HOLD ON TO THE FLAGPOLE!! WHAT HAPPENED TO MY STRENGTH... TO MY AGILITY??

I NEVER BELIEVED IT COULD HAPPEN... BUT IT HAS! SOMEHOW, WITHOUT WARNING... I'VE LOST MY SPIDER POWERS!!

PERHAPS IT'S ALL FOR THE BEST! NOW I CAN NEVER HURT ANYONE AGAIN! I WON'T HAVE A SECRET I MUST ALWAYS PROTECT! I'LL BE ABLE TO LIVE A NORMAL LIFE!
BUT I CAN'T HOLD ON TO THIS POLE FOREVER! HOW WILL I GET DOWN FROM HERE??
6.


THERE'S THE FANTASTIC FOUR... IN THEIR FANTASTI-CAR!" THEY SEE ME!" B-BUT THEY'RE FLYING RIGHT PAST ME!!
LOOK, REED! THERE'S THAT SWELL-HEADED SPIDER-MAN SHOWING OFF FOR THE PUBLIC, AS USUAL!!
THIS TOWN'S CRAWLIN' WITH SUPER-HEROES! PRETTY SOON YOU'LL NEED A PROGRAM TO TELL ONE FROM THE OTHER!
WE'D BETTER NOT INTERFERE! HE'S A REAL LONE WOLF!
DON'T WORRY, BEN! PEOPLE WILL ALWAYS BE ABLE TO RECOGNIZE YOU!
THE FANTASTIC FOUR APPEAR EACH MONTH IN THEIR OWN FEATURE-LENGTH MAGAZINE!

THEY MUST HAVE THOUGHT I WAS CLOWNING OUT HERE, AS USUAL!
WELL, I'VE GOT TO TRY TO MAKE IT...TO THE LEDGE! MUSTN'T LET GO! ONE SLIP WILL BE CURTAINS! JUST A LITTLE FURTHER.. ALMOST THERE...

MADE IT! NOW TO FIND AN OPEN WINDOW!! MUSTN'T LOOK DOWN...I'LL HUG THE WALL AND KEEP INCHING FORWARD!

FINALLY, AFTER A SUSPENSEFUL FEW MINUTES, THE COSTUMED TEEN-AGER REACHES AN OPEN WINDOW, AND THEN...
I'VE GOT TO GET HOME NOW, AS FAST AS I CAN!

BUT I MUSTN'T BE SEEN! WITHOUT MY SPIDER POWERS IT WOULD BE TOO EASY FOR SOMEONE TO TRAP ME AND SUCCEED IN UN-MASKING ME!!

AND SO, IT TAKES THE ONCE-MIGHTY SPIDER-MAN ALMOST AN HOUR TO MAKE A JOURNEY WHICH, JUST A SHORT TIME EARLIER, HE WOULD HAVE COMPLETED IN LESS THAN THREE MINUTES BY EFFORTLESS ROOFTOP TRAVEL! THEN, AFTER CHANGING CLOTHES...
YOU LOOK PALE, DEAR! IS ANYTHING WRONG?
NO, AUNT MAY! I GUESS I'VE JUST BEEN STUDYING TOO HARD!

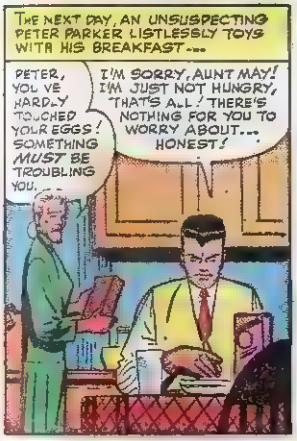
WHY DON'T YOU LIE DOWN FOR A WHILE, PETER? I'LL BRING YOUR DINNER UP TO YOU!
THANKS, AUNT MAY! I WILL!
AFTER TODAY, I'LL NEVER HAVE TO KEEP THE TRUTH FROM HER AGAIN! NO MORE DECEPTION AS SPIDER-MAN!

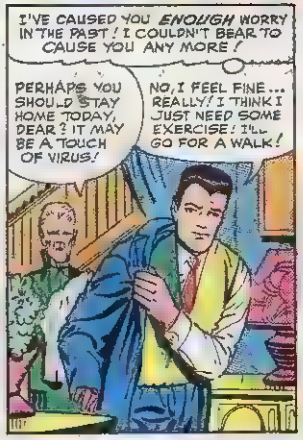
IT ALL HAPPENED SO FAST... SO UNEXPECTEDLY! I ALWAYS WISHED I WERE JUST A NORMAL TEEN-AGER AGAIN... BUT NOW, WHAT NEXT? WHAT DO I DO WITH MY LIFE??

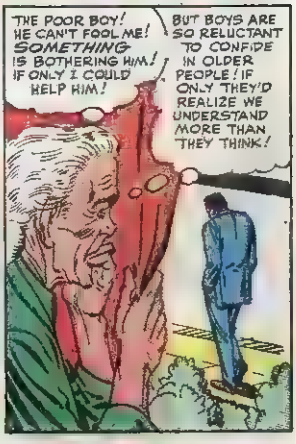
MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!
NOW THAT WE'RE ALL HERE, WELL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!
SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!
WHATEVER THE PLAN IS, SANDMAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!
WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN!
HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!
WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND ATTACK HIM! NOW!
HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!
PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!
OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW, BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!
I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!
BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!
KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!
BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??
I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!
NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!
WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!
GOOD! ACTION AT LAST!
8

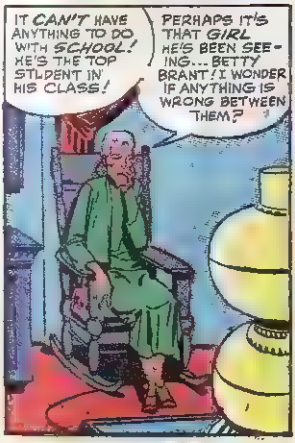
ON EACH OF YOUR CARDS I HAVE WRITTEN A LOCATION! IT IS THE PLACE WHERE YOU WILL BATTLE OUR COMMON ENEMY... AND EACH LOCATION IS BEST SUITED FOR YOUR PARTICULAR TALENTS! I HAVE LEFT NOTHING TO CHANCE, AS YOU SHALL SEE!

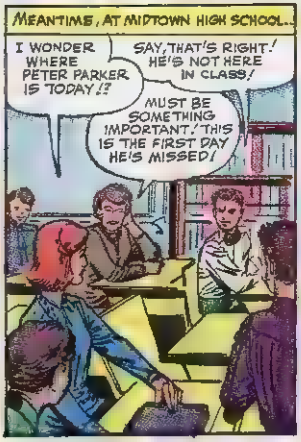
SPIDER-MAN WILL HAVE NO CHOICE! HE WILL HAVE TO FIGHT ONE AFTER ANOTHER... AND EACH ONE OF US WILL WEAKEN H.M A LITTLE BIT MORE, SO HIS CHANCES WILL GROW SLIMMER AFTER EACH BATTLE!
IF I'M THE FIRST, THERE WILL BE NO FURTHER BATTLES!
ENOUGH TALK! LET'S LOOK AT THE CARDS!

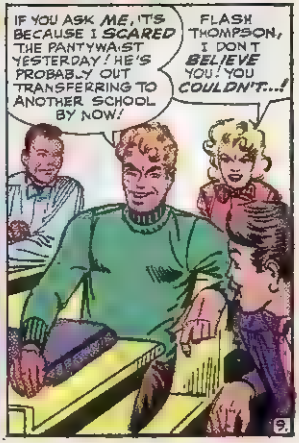

THE NEXT DAY, AN UNSUSPECTING PETER PARKER LISTLESSLY TOYS WITH HIS BREAKFAST...
PETER, YOU'VE HARDLY TOUCHED YOUR EGGS! SOMETHING MUST BE TROUBLING YOU...
I'M SORRY, AUNT MAY! I'M JUST NOT HUNGRY, THAT'S ALL! THERE'S NOTHING FOR YOU TO WORRY ABOUT... HONEST!

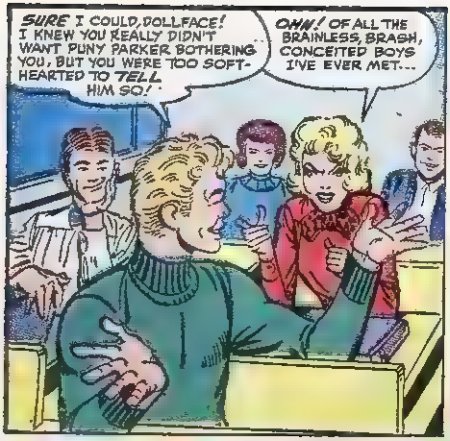

I'VE CAUSED YOU ENOUGH WORRY IN THE PAST! I COULDN'T BEAR TO CAUSE YOU ANY MORE!
PERHAPS YOU SHOULD STAY HOME TODAY, DEAR? IT MAY BE A TOUCH OF VIRUS!
NO, I FEEL FINE... REALLY! I THINK I JUST NEED SOME EXERCISE! I'LL GO FOR A WALK!


THE POOR BOY! HE CAN'T FOOL ME! SOMETHING IS BOTHERING HIM! IF ONLY I COULD HELP HIM!
BUT BOYS ARE SO RELUCTANT TO CONFIDE IN OLDER PEOPLE! IF ONLY THEY'D REALIZE WE UNDERSTAND MORE THAN THEY THINK!

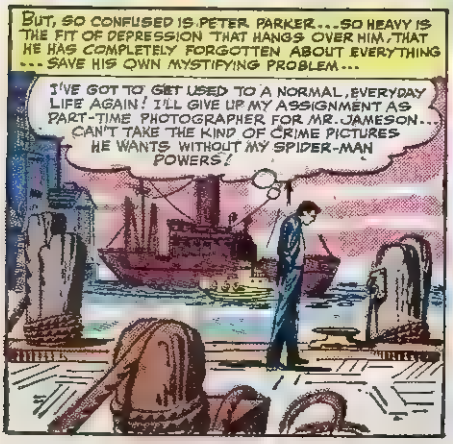

IT CAN'T HAVE ANYTHING TO DO WITH SCHOOL! HE'S THE TOP STUDENT IN HIS CLASS!
PERHAPS IT'S THAT GIRL HE'S BEEN SEEING... BETTY BRANT! I WONDER IF ANYTHING IS WRONG BETWEEN THEM?

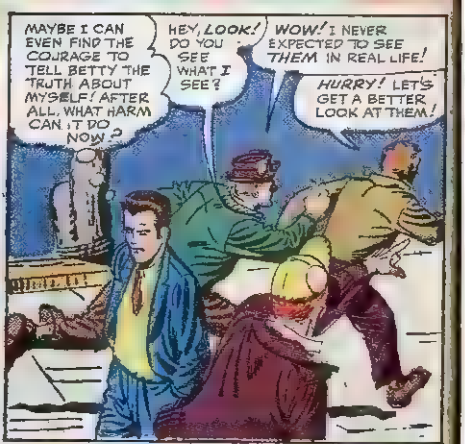

MEANTIME, AT MIDTOWN HIGH SCHOOL...
I WONDER WHERE PETER PARKER IS TODAY!?
SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!
MUST BE SOMETHING IMPORTANT! THIS IS THE FIRST DAY HE'S MISSED!

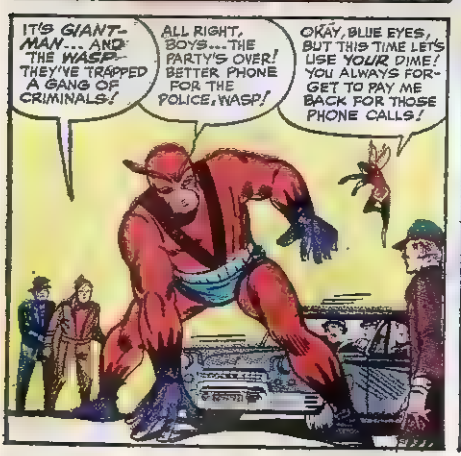

IF YOU ASK ME, IT'S BECAUSE I SCARED THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!
FLASH THOMPSON, I DON'T BELIEVE YOU! YOU COULDN'T...!

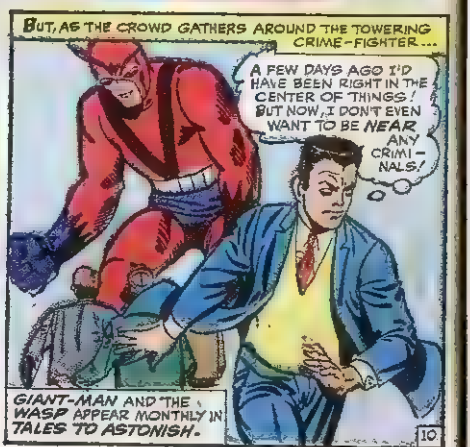

SURE I COULD, DOLLFACE! I KNEW YOU REALLY DIDN'T WANT PUNY PARKER BOTHERING YOU, BUT YOU WERE TOO SOFT-HEARTED TO TELL HIM SO!
OHH! OF ALL THE BRAINLESS, BRASH, CONCEITED BOYS I'VE EVER MET...

AND BACK AT PETER'S HOUSE...
WHY, NO, MRS. PARKER! PETER DIDN'T COME TO SCHOOL TODAY! WE THOUGHT HE WAS HOME--- WITH YOU!
OH, DEAR! NOW I JUST KNOW -- SOMETHING IS WRONG! HE'S NEVER PLAYED HOOKEY BEFORE! IT MUST HAVE SOMETHING TO DO WITH THAT BETTY BRANT!

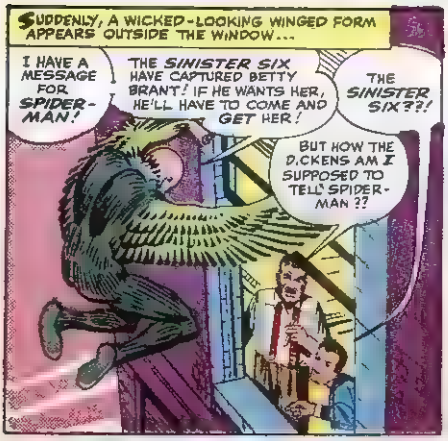

BUT, SO CONFUSED IS PETER PARKER...SO HEAVY IS THE FIT OF DEPRESSION THAT HANGS OVER HIM, THAT HE HAS COMPLETELY FORGOTTEN ABOUT EVERYTHING --- SAVE HIS OWN MYSTIFYING PROBLEM...
I'VE GOT TO GET USED TO A NORMAL, EVERYDAY LIFE AGAIN! I'LL GIVE UP MY ASSIGNMENT AS PART-TIME PHOTOGRAPHER FOR MR. JAMESON... CAN'T TAKE THE KIND OF CRIME PICTURES HE WANTS WITHOUT MY SPIDER-MAN POWERS!

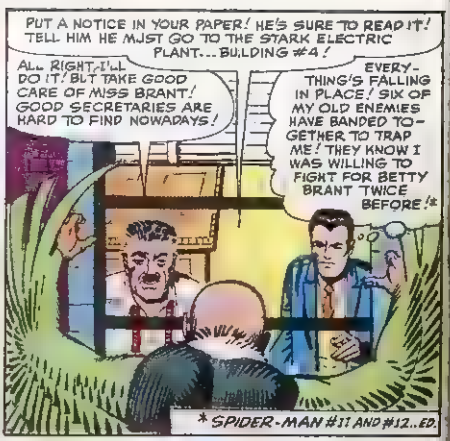

MAYBE I CAN EVEN FIND THE COURAGE TO TELL BETTY THE TRUTH ABOUT MYSELF! AFTER ALL, WHAT HARM CAN IT DO NOW?
HEY, LOOK! DO YOU SEE WHAT I SEE?
WOW! I NEVER EXPECTED TO SEE THEM IN REAL LIFE!
HURRY! LET'S GET A BETTER LOOK AT THEM!

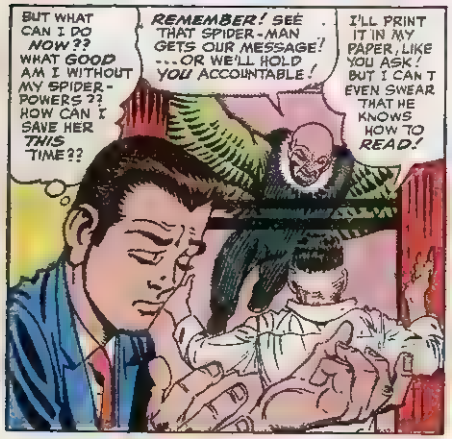

IT'S GIANT-MAN... AND THE WASP! THEY'VE TRAPPED A GANG OF CRIMINALS!
ALL RIGHT, BOYS... THE PARTY'S OVER! BETTER PHONE FOR THE POLICE, WASP!
OKAY, BLUE EYES, BUT THIS TIME LET'S USE YOUR DIME! YOU ALWAYS FORGET TO PAY ME BACK FOR THOSE PHONE CALLS!

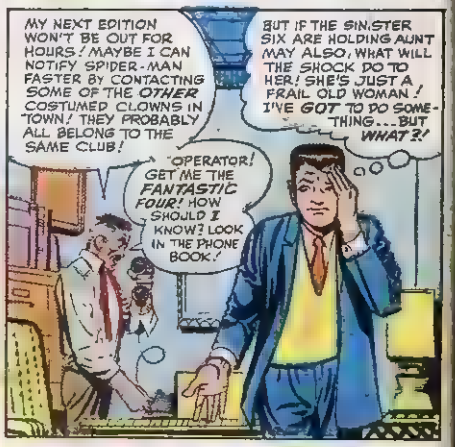

BUT, AS THE CROWD GATHERS AROUND THE TOWERING CRIME-FIGHTER...
A FEW DAYS AGO I'D HAVE BEEN RIGHT IN THE CENTER OF THINGS! BUT NOW, I DON'T EVEN WANT TO BE NEAR ANY CRIMI-NALS!
GIANT-MAN AND THE WASP APPEAR MONTHLY IN TALES TO ASTONISH.

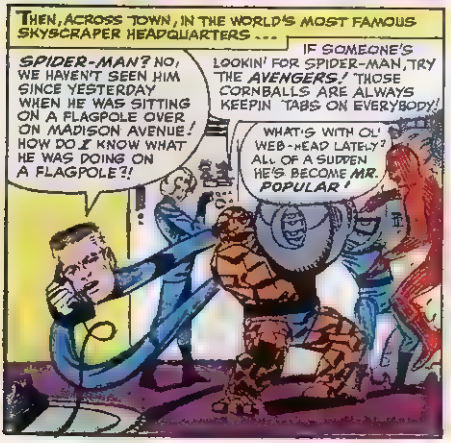
AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE DAILY BUGLE BUILDING, WE FIND...
M.SS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?
WHY, MRS. PARKER, OF COURSE YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!
WHILE TWO SINISTER FIGURES WATCH NEARBY...
THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT WITH HER?
WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM BOTH IF WE HAVE TO! LET'S GO!
AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...
I FORGOT TO ASK BETTY BRANT FOR THE FRSBY FILE! MAYBE I CAN CALL TO HER FROM HERE!
SAY! WHAT'S GOING ON THERE??!
SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO?? I'D SWEAR THAT'S THE SANDMAN... WITH ELECTRO INSIDE!
WAIT! COME BACK! STOP!!
NO USE! THEY'VE GONE! BUT... WHERE?!
MINUTES LATER...
THEY'RE HERE! ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT TO DO!
AH, MISS BRANT! COME IN! I'VE BEEN EXPECTING YOU! AND WHO IS THAT CHARMING LADY WITH YOU?
SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!
IT'S... DOCTOR OCTOPUS! WHY DID YOU HAVE US BROUGHT HERE?
A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!
YOU MEAN YOU HAVEN'T HEARD OF H.M.? DON'T LET HIS LOOKS DECEIVE YOU MRS. PARKER!
NOW, NOW, DEAR.. WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!
SIT DOWN PLEASE ...MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!
LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...
I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO?! IT DOESN'T SOUND POSSIBLE!
OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL ME WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!

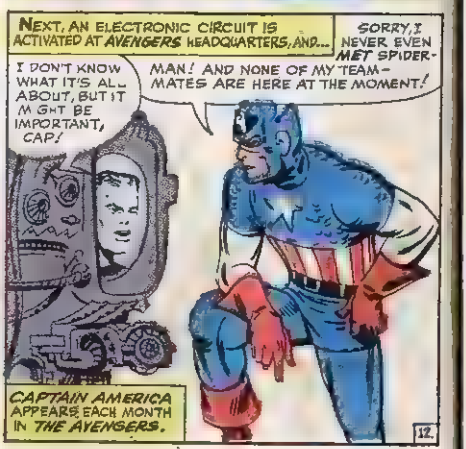

SUDDENLY, A WICKED-LOOKING WINGED FORM APPEARS OUTSIDE THE WINDOW...
I HAVE A MESSAGE FOR SPIDER-MAN!
THE SINISTER SIX HAVE CAPTURED BETTY BRANT! IF HE WANTS HER, HE'LL HAVE TO COME AND GET HER!
THE SINISTER SIX??!
BUT HOW THE D,CKENS AM I SUPPOSED TO TELL SPIDER-MAN ??

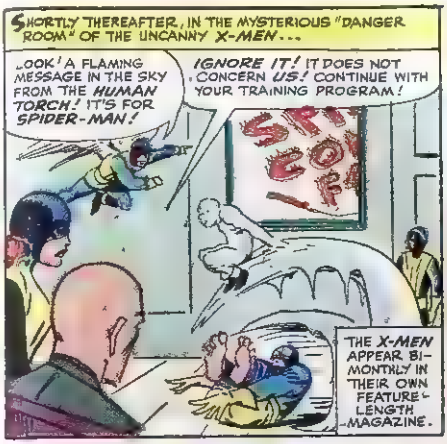

PUT A NOTICE IN YOUR PAPER! HE'S SURE TO READ IT! TELL HIM HE MUST GO TO THE STARK ELECTRIC PLANT... BUILDING #4!
ALL RIGHT,I'LL DO IT! BUT TAKE GOOD CARE OF MISS BRANT! GOOD SECRETARIES ARE HARD TO FIND NOWADAYS!
EVERY-THING'S FALLING IN PLACE! SIX OF MY OLD ENEMIES HAVE BANDED TO-GETHER TO TRAP ME! THEY KNOW I WAS WILLING TO FIGHT FOR BETTY BRANT TWICE BEFORE!*
* SPIDER-MAN #11 AND #12..ED.

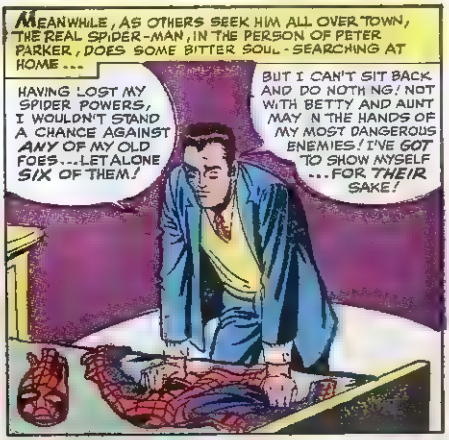

BUT WHAT CAN I DO NOW?? WHAT GOOD AM I WITHOUT MY SPIDER-POWERS?? HOW CAN I SAVE HER THIS TIME??
REMEMBER! SEE THAT SPIDER-MAN GETS OUR MESSAGE! ...OR WE'LL HOLD YOU ACCOUNTABLE!
I'LL PRINT IT IN MY PAPER, LIKE YOU ASK! BUT I CAN T EVEN SWEAR THAT HE KNOWS HOW TO READ!


MY NEXT EDITION WON'T BE OUT FOR HOURS! MAYBE I CAN NOTIFY SPIDER-MAN FASTER BY CONTACTING SOME OF THE OTHER COSTUMED CLOWNS IN TOWN! THEY PROBABLY ALL BELONG TO THE SAME CLUB!
BUT IF THE SINISTER SIX ARE HOLDING AUNT MAY ALSO, WHAT WILL THE SHOCK DO TO HER! SHE'S JUST A FRAIL OLD WOMAN! I'VE GOT TO DO SOME-THING... BUT WHAT?!
"OPERATOR! GET ME THE FANTASTIC FOUR! HOW SHOULD I KNOW? LOOK IN THE PHONE BOOK!

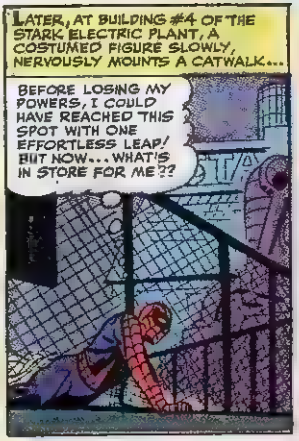

THEN, ACROSS TOWN, IN THE WORLD'S MOST FAMOUS SKYSCRAPER HEADQUARTERS ...
SPIDER-MAN? NO, WE HAVEN'T SEEN HIM SINCE YESTERDAY WHEN HE WAS SITTING ON A FLAGPOLE OVER ON MADISON AVENUE! HOW DO I KNOW WHAT HE WAS DOING ON A FLAGPOLE?!
IF SOMEONE'S LOOKIN' FOR SPIDER-MAN, TRY THE AVENGERS! THOSE CORNBALLS ARE ALWAYS KEEPIN TABS ON EVERYBODY!
WHAT'S WITH OL' WEB-HEAD LATELY? ALL OF A SUDDEN HE'S BECOME MR. POPULAR!

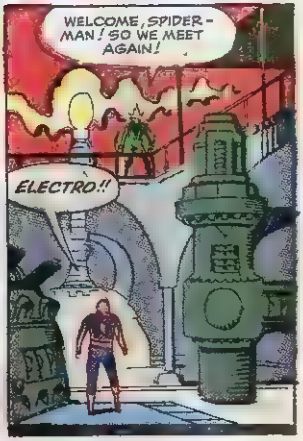

NEXT, AN ELECTRONIC CIRCUIT IS ACTIVATED AT AVENGERS HEADQUARTERS, AND...
SORRY, I NEVER EVEN MET SPIDER-MAN! AND NONE OF MY TEAM-MATES ARE HERE AT THE MOMENT!
I DON'T KNOW WHAT IT'S ALL ABOUT, BUT IT M GHT BE IMPORTANT, CAP!
CAPTAIN AMERICA APPEARS EACH MONTH IN THE AVENGERS.

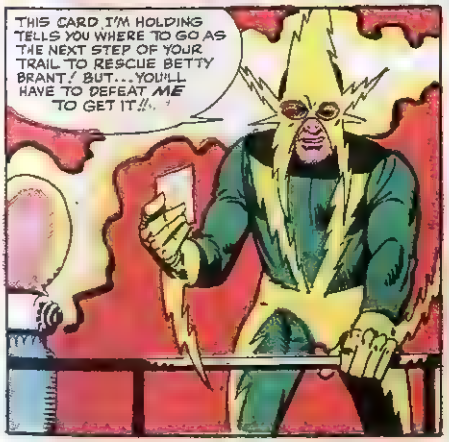

SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...
LOOK! A FLAMING MESSAGE IN THE SKY FROM THE HUMAN TORCH! IT'S FOR SPIDER-MAN!
IGNORE IT! IT DOES NOT CONCERN US! CONTINUE WITH YOUR TRAINING PROGRAM!
THE X-MEN APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

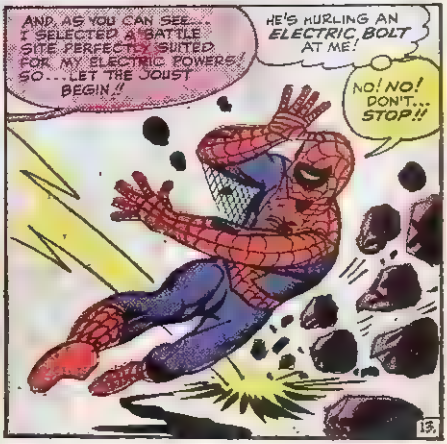

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...
HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES...LET ALONE SIX OF THEM!
BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF ...FOR THEIR SAKE!

AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!


LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...
BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??


WELCOME, SPIDER-MAN! SO WE MEET AGAIN!
ELECTRO!!


THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT...YOU'LL HAVE TO DEFEAT ME TO GET IT!!

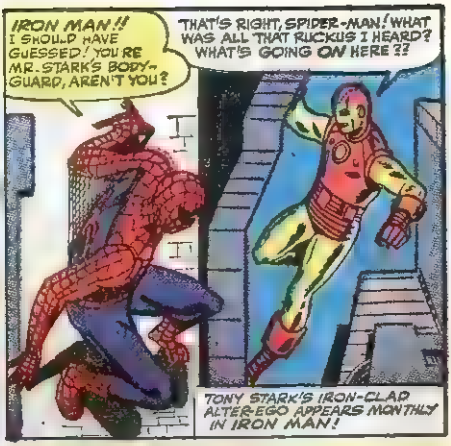

AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO...LET THE JOUST BEGIN!!
HE'S HURLING AN ELECTRIC BOLT AT ME!
NO! NO! DON'T... STOP!!

A SPLIT-SECOND LATER, A STARTLING REALIZATION DAWNS UPON THE AMAZING TEEN-AGER...
I'M STILL ALIVE!! I DODGED HIS BOLT! BUT...NOBODY WITHOUT SUPER POWERS CAN DO THAT!! THAT CAN ONLY MEAN ONE THING...
MY POWERS HAVE RETURNED TO ME!! I HAVEN'T LOST THEM!! I'M STILL SPIDER-MAN!
DON'T GO 'WAY, ELECTRO!! I'LL BE RIGHT WITH YOU!!
YOU'RE FAST, MISTER...BUT NOT FAST ENOUGH FOR SPIDER-MAN!!
I DON'T NEED AS MUCH SPEED AS YOU! I HAVE MORE SHEER POWER!! SEE WHAT ANY ONE OF MY BOLTS CAN DO!
AND, IN A PLACE LIKE THIS, I CAN RECHARGE MYSELF... INCREASING MY POWER WITH EACH PASSING SECOND!!

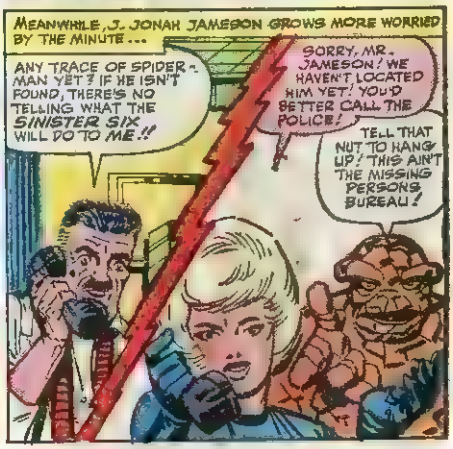
BOY! HE'S NOT KIDDIN'! IT'S LIKE FIGHTING A GIANT LIVING DYNAMO!!
BUT I SHOULD WORRY! SINCE I'VE GOT MY SPIDER POWERS BACK, NOTHING CAN SCARE ME!
AT LEAST I KNOW THAT I'VE NOW GOT A F.GHT.NG CHANCE! AND THAT'S ALL I'VE EVER ASKED OF . . . LIFE!!
I'VE GOT TO HIDE FROM HIM FOR A SEC. WHILE I TRY SOME-THING!
THERE! THAT DOES IT! BY GROUNDING MYSELF PROPERLY, EVEN IF HE CONNECTS WITH ONE OF HIS ELECTRIC BOLTS, THE FORCE SHOULD GO HARMLESSLY THROUGH ME!
NOW, BY CATCHING THAT MAIN POWER SWITCH WITH MY WEB, ONE TUG SHOULD SHUT OFF ALL THE CURRENT IN THIS PLANT, THEREBY WEAKENING ELECTRO!
I SEE YOU UP THERE, SPIDER-MAN! NOW YOU'VE REALLY TRAPPED YOURSELF!
THAT'S WHAT THEY ALL SAY... BEFORE I LOWER THE BOOM!
BUT THIS TIME IT'S TRUE! I'VE BEEN SAVING MY STRONGEST BOLT FOR YOU... AND HERE IT IS!
GOOD THING I GROUNDED MYSELF! I'M ABLE TO TAKE THE FULL EFFECT OF IT, THANKS TO THE ADDITION OF MY SPIDER STRENGTH!

AND NOW, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!
WHOP!

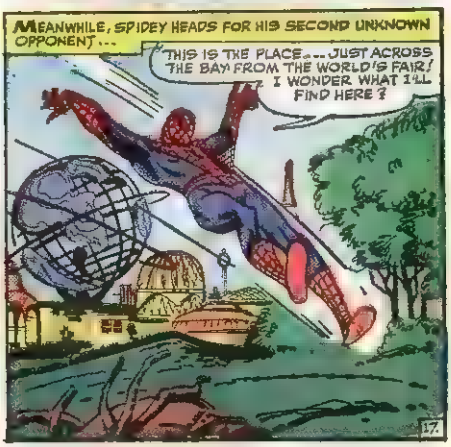
PLEASANT DREAMS, SWEETIE! JUST WAIT HERE FOR THE POLICE LIKE A GOOD KID WHILE I RELEVE YOU OF THIS LITTLE CARD!
UH-OH! I'D BETTER GET GOING NOW! I HEAR SOMEONE COMING! BUT WHO CAN IT BE? IT'S A FUNNY SOUND... LIKE IRON CLANGING ALONG!!


IRON MAN!! I SHOULD HAVE GUESSED! YOU'RE MR. STARK'S BODY-GUARD, AREN'T YOU?
THAT'S RIGHT, SPIDER-MAN! WHAT WAS ALL THAT RUCKUS I HEARD? WHAT'S GOING ON HERE??
TONY STARK'S IRON-CLAD ALTER-EGO APPEARS MONTHLY IN IRON MAN!

NO TIME TO EXPLAIN NOW, PAL! BUT YOU'LL FIND A RELUCTANT GUEST WAITING FOR YOU ATOP THE MAIN DYNAMO! TAKE GOOD CARE OF HIM!

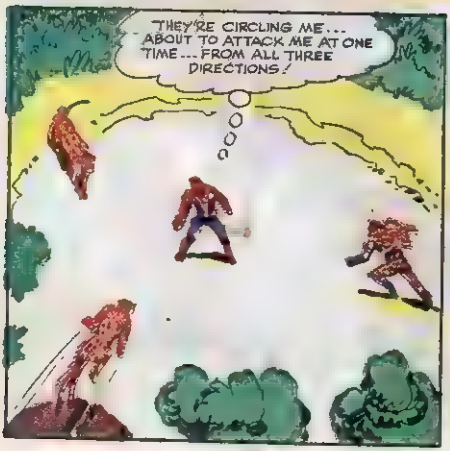

MEANWHILE, J. JONAH JAMESON GROWS MORE WORRIED BY THE MINUTE...
ANY TRACE OF SPIDER-MAN YET? IF HE ISN'T FOUND, THERE'S NO TELLING WHAT THE SINISTER SIX WILL DO TO ME!!
SORRY, MR. JAMESON! WE HAVEN'T LOCATED HIM YET! YOU'D BETTER CALL THE POLICE!
TELL THAT NUT TO HANG UP! THIS AIN'T THE MISSING PERSONS BUREAU!

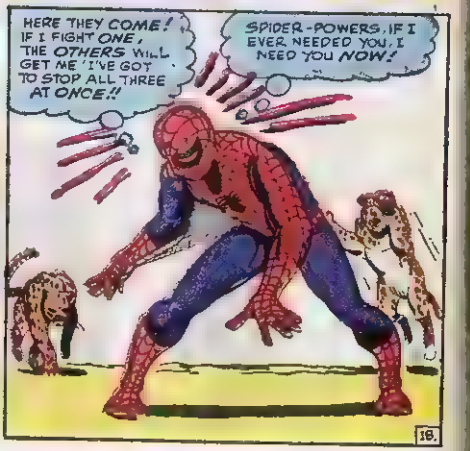
THEN, AFTER PUTTING DOWN THE PHONE...
I'M EXPECTING A VISITOR LATER! SEE THAT I'M NOT DISTURBED, AND I BETTER NOT FIND OUT YOU'RE GOOFING OFF WHILE I'M IN THERE, UNDERSTAND?
YESSIR, MR. JAMESON!
GO FRY YOUR HAT, YOU OLD SKIN-FLINT!


MEANWHILE, SPIDEY HEADS FOR HIS SECOND UNKNOWN OPPONENT...
THIS IS THE PLACE... JUST ACROSS THE BAY FROM THE WORLD'S FAIR! I WONDER WHAT I'LL FIND HERE?

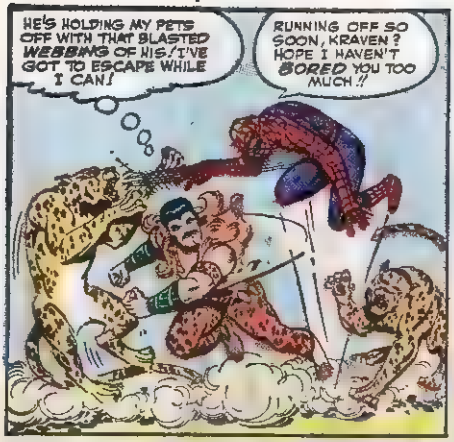
WHEEEEEEEE
RRRR!
THAT WHISTLE... LIKE A SIGNAL! AND IN FRONT OF ME... A SAVAGE LEOPARD! ANOTHER BEHIND ME! IT CAN ONLY MEAN ONE THING...!
RRR!

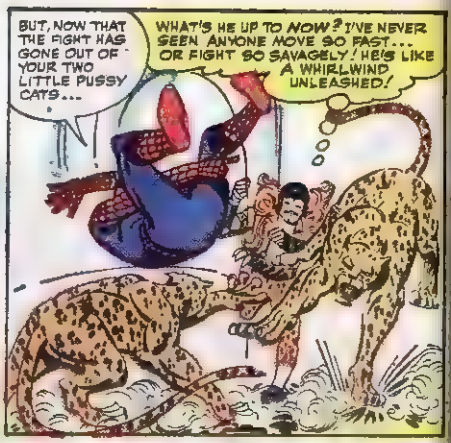
KRAVEN, THE HUNTER!!
SO, SPIDER-MAN... WE MEET AGAIN!
AND THIS TIME, THE HUNTER SHALL GET HIS PREY. . WITH THE AID OF MY TWO LITTLE PETS!


THEY'RE CIRCLING ME... ABOUT TO ATTACK ME AT ONE TIME... FROM ALL THREE DIRECTIONS!

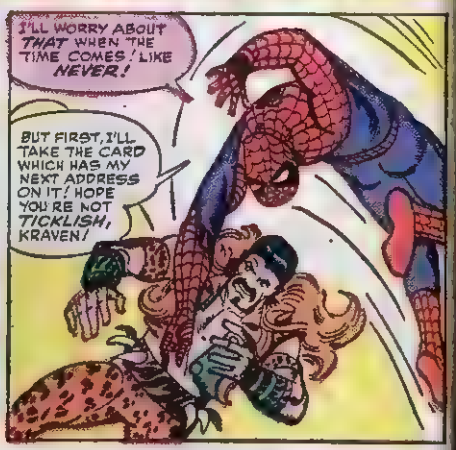

HERE THEY COME! IF I FIGHT ONE, THE OTHERS WILL GET ME! I'VE GOT TO STOP ALL THREE AT ONCE!!
SPIDER-POWERS, IF I EVER NEEDED YOU, I NEED YOU NOW!

WITH EVERY NERVE TINGLING--- EVERY SENSE HONED TO A RAZOR SHARP EDGE...THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!
MISSED ME, ALL THREE OF YOU!" THAT DOES IT, KRAVEN! YOU HAD YOUR CHANCE! WITH SPIDER-MAN, THERE AREN'T ANY SECOND TRIES!

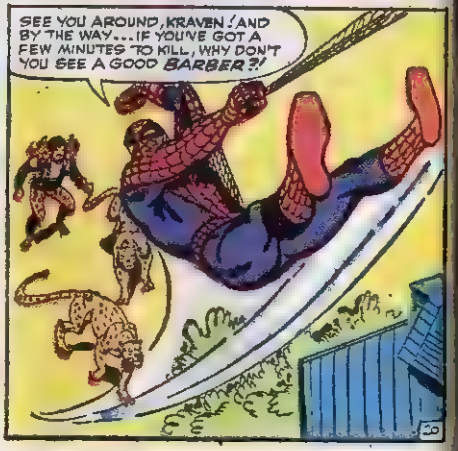

HE'S HOLDING MY PETS OFF WITH THAT BLASTED WEBBING OF HIS! I'VE GOT TO ESCAPE WHILE I CAN!
RUNNING OFF SO SOON, KRAVEN? HOPE I HAVEN'T BORED YOU TOO MUCH!!


BUT, NOW THAT THE FIGHT HAS GONE OUT OF YOUR TWO LITTLE PUSSY CATS...
WHAT'S HE UP TO NOW? I'VE NEVER SEEN ANYONE MOVE SO FAST... OR FIGHT SO SAVAGELY! HE'S LIKE A WHIRLWIND UNLEASHED!

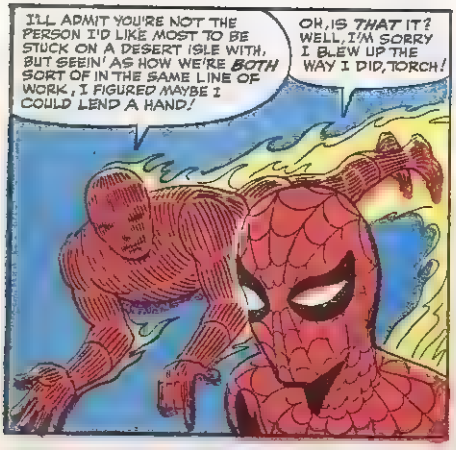
YOU CAN'T LEAVE YET, GUNGA DIN! YOU STILL HAVE SOMETHING OF MINE!
DON'T PRESS YOUR LUCK, SPIDER-MAN! IF I EVER GET MY HANDS ON YOU...!!

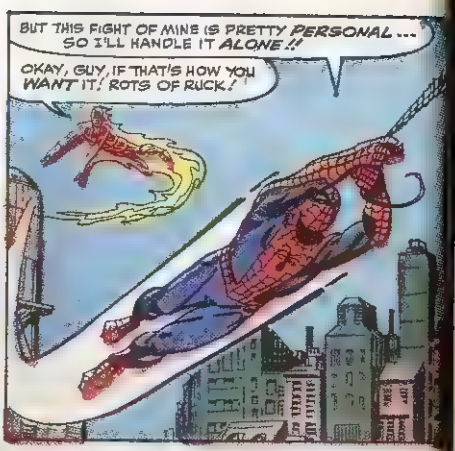

I'LL WORRY ABOUT THAT WHEN THE TIME COMES, LIKE NEVER!
BUT FIRST, I'LL TAKE THE CARD WHICH HAS MY NEXT ADDRESS ON IT! HOPE YOU'RE NOT TICKLISH, KRAVEN!

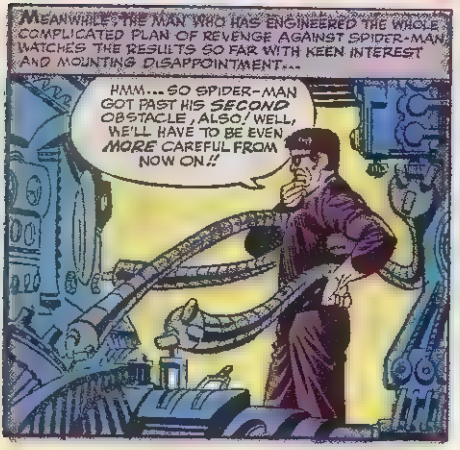
QUICK, MY PETS! WHILE HIS BACK IS TURNED! AFTER HIM!! WE CAN STILL SMASH HIM!
YOU NEVER GIVE UP, DO YOU?! I'LL BET YOU'RE STILL WEARIN' A VOTE-FOR-DEWEY BUTTON!

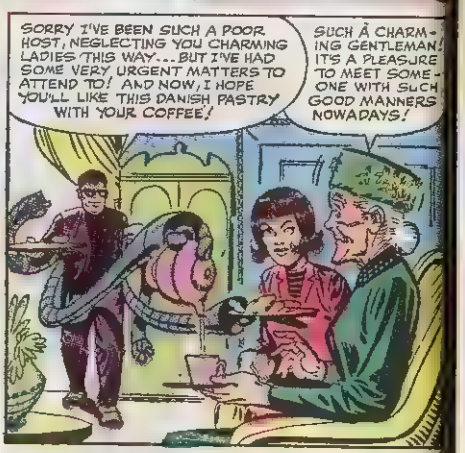

SEE YOU AROUND, KRAVEN! AND BY THE WAY... IF YOU'VE GOT A FEW MINUTES TO KILL, WHY DON'T YOU SEE A GOOD BARBER?!

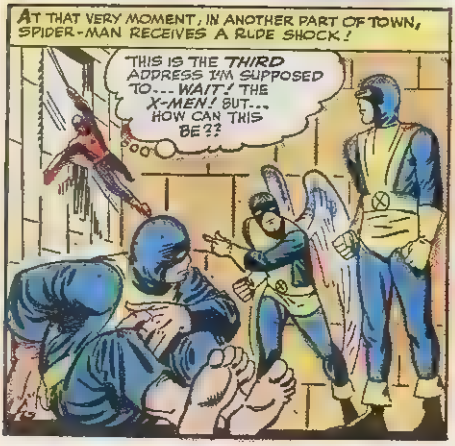
BOY, I FEEL LIKE A MILLION BUCKS! I REALIZE NOW THAT I NEVER LOST MY SPIDER POWERS... I JUST IMAGINED I DID!
IT WAS ALL PSYCHO-SOMATIC, BROUGHT ON BY A DEEP-ROOTED FEELING OF GUILT DUE TO UNCLE BEN'S DEATH!
WHAT'S THAT...? A CIRCLE OF FLAME BELOW ME!
WELL, IT'S NOTHING FOR SPIDER-MAN TO WORRY ABOUT...
ONE QUICK AND EASY FLIP-OVER AND I MISS IT BY A MILE!
SPIDER-MAN!! HOLD IT, YOU JACK-RABBIT!! I WANNA TALK TO YOU!!
THE HUMAN TORCH I SHOULD HAVE KNOWN! BEAT IT, LOUDMOUTH! I'M BUSY!
NO! WAIT.. I'VE GOT SOMETHING TO TELL ...YEOW! CUT IT OUT!!
CAN'T YOU TAKE A HINT, YOU FLAMING FREAK! I HAVEN'T TIME TO GIVE OUT AUTOGRAPHS TODAY...NOW GET LOST!
THE HUMAN TORCH APPEARS MONTHLY IN STRANGE TALES!
BOY! SOMETIMES I WISH YOU'D REALLY TURN BAD, SO I COULD LET YOU HAVE IT WITHOUT PULLIN' ANY PUNCHES!! ANYWAY, THIS LITTLE FLAME BLANKET OUGHT TO HOLD YOU STILL FOR A MINUTE!
ARE YOU KIDDIN'?? NO HUMAN MATCHSTICK CAN PUT THE KIBOSH ON ME!!
WHEW! AND THEY SAY I'M MULE-HEADED! LOOK, ALL I WANNA DO IS TELL YOU SOMETHING!! YOU'RE HARDER TO SEE THAN THE PRESIDENT!
OKAY, HOTHEAD, TALK FAST! BUT IF IT'S A TRICK, I'LL RIP OPEN THIS WATER TANK AND TURN YOU INTO A PILE OF SOGGY ASHES!
RELAX, PEABRAIN! I HEARD YOU WERE IN TROUBLE ...EVERYONE'S LOOKIN' FOR YOU ...THEY SAY YOU'RE UP AGAINST IMPOSSIBLE ODDS!
SO I THOUGHT YOU COULD USE SOME HELP!
21


I'LL ADMIT YOU'RE NOT THE PERSON I'D LIKE MOST TO BE STUCK ON A DESERT ISLE WITH, BUT SEEIN' AS HOW WE'RE BOTH SORT OF IN THE SAME LINE OF WORK, I FIGURED MAYBE I COULD LEND A HAND!
OH, IS THAT IT? WELL, I'M SORRY I BLEW UP THE WAY I DID, TORCH!

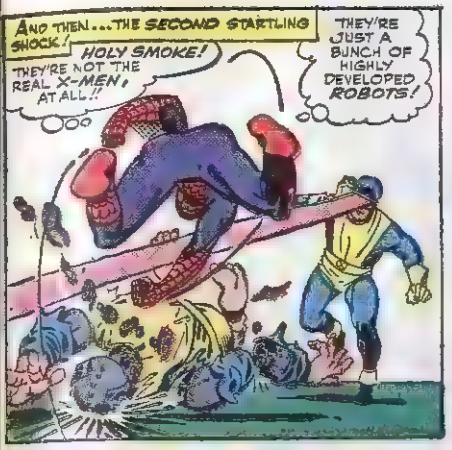

BUT THIS FIGHT OF MINE IS PRETTY PERSONAL ... SO I'LL HANDLE IT ALONE!!
OKAY, GUY, IF THAT'S HOW YOU WANT IT! ROTS OF RUCK!

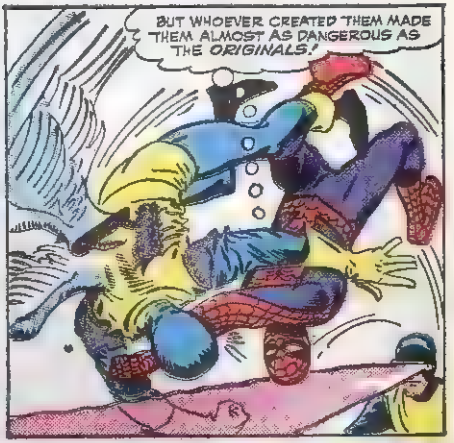

MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN, WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...
HMM... SO SPIDER-MAN GOT PAST HIS SECOND OBSTACLE, ALSO! WELL, WE'LL HAVE TO BE EVEN MORE CAREFUL FROM NOW ON!!

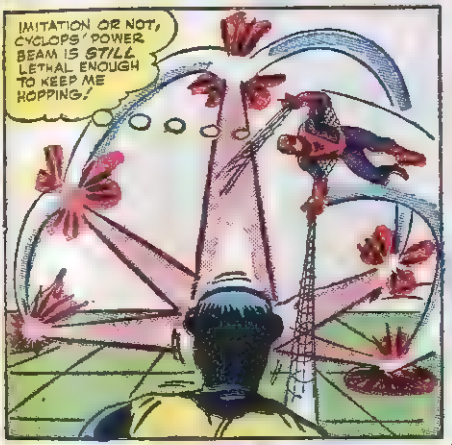

SORRY I'VE BEEN SUCH A POOR HOST, NEGLECTING YOU CHARMING LADIES THIS WAY... BUT I'VE HAD SOME VERY URGENT MATTERS TO ATTEND TO! AND NOW, I HOPE YOU'LL LIKE THIS DANISH PASTRY WITH YOUR COFFEE!
SUCH A CHARMING GENTLEMAN! IT'S A PLEASURE TO MEET SOMEONE WITH SUCH GOOD MANNERS NOWADAYS!

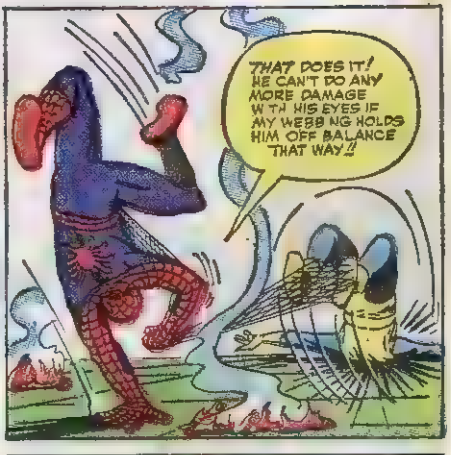

AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!
THIS IS THE THIRD ADDRESS I'M SUPPOSED TO... WAIT! THE X-MEN! BUT... HOW CAN THIS BE??

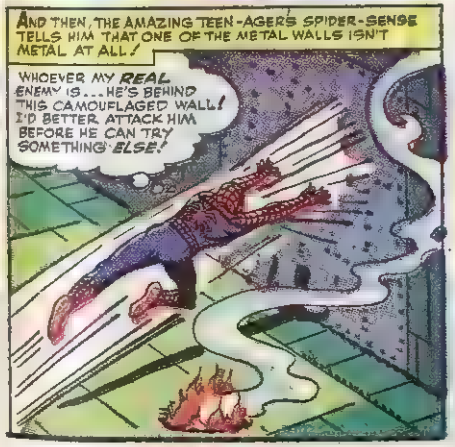
HOLD IT, YOU GUYS!! WAIT...! IT'S A MISTAKE! I MUST HAVE COME TO THE WRONG ADDRESS! LOOK OUT!
I DON'T GET IT! CYCLOPS IS BLASTING MY WEB WITHOUT GIVING ME A CHANCE TO EXPLAIN!!

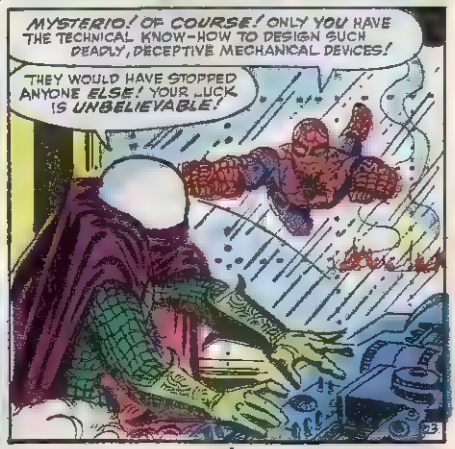

AND THEN...THE SECOND STARTLING SHOCK!
HOLY SMOKE! THEY'RE NOT THE REAL X-MEN, AT ALL!!
THEY'RE JUST A BUNCH OF HIGHLY DEVELOPED ROBOTS!


BUT WHOEVER CREATED THEM MADE THEM ALMOST AS DANGEROUS AS THE ORIGINALS!


IMITATION OR NOT, CYCLOPS' POWER BEAM IS STILL LETHAL ENOUGH TO KEEP ME HOPPING!


THAT DOES IT! HE CAN'T DO ANY MORE DAMAGE WITH HIS EYES IF MY WEBBING HOLDS HIM OFF BALANCE THAT WAY!!


AND THEN, THE AMAZING TEEN-AGER'S SPIDER-SENSE TELLS HIM THAT ONE OF THE METAL WALLS ISN'T METAL AT ALL!
WHOEVER MY REAL ENEMY IS...HE'S BEHIND THIS CAMOUFLAGED WALL! I'D BETTER ATTACK HIM BEFORE HE CAN TRY SOMETHING ELSE!

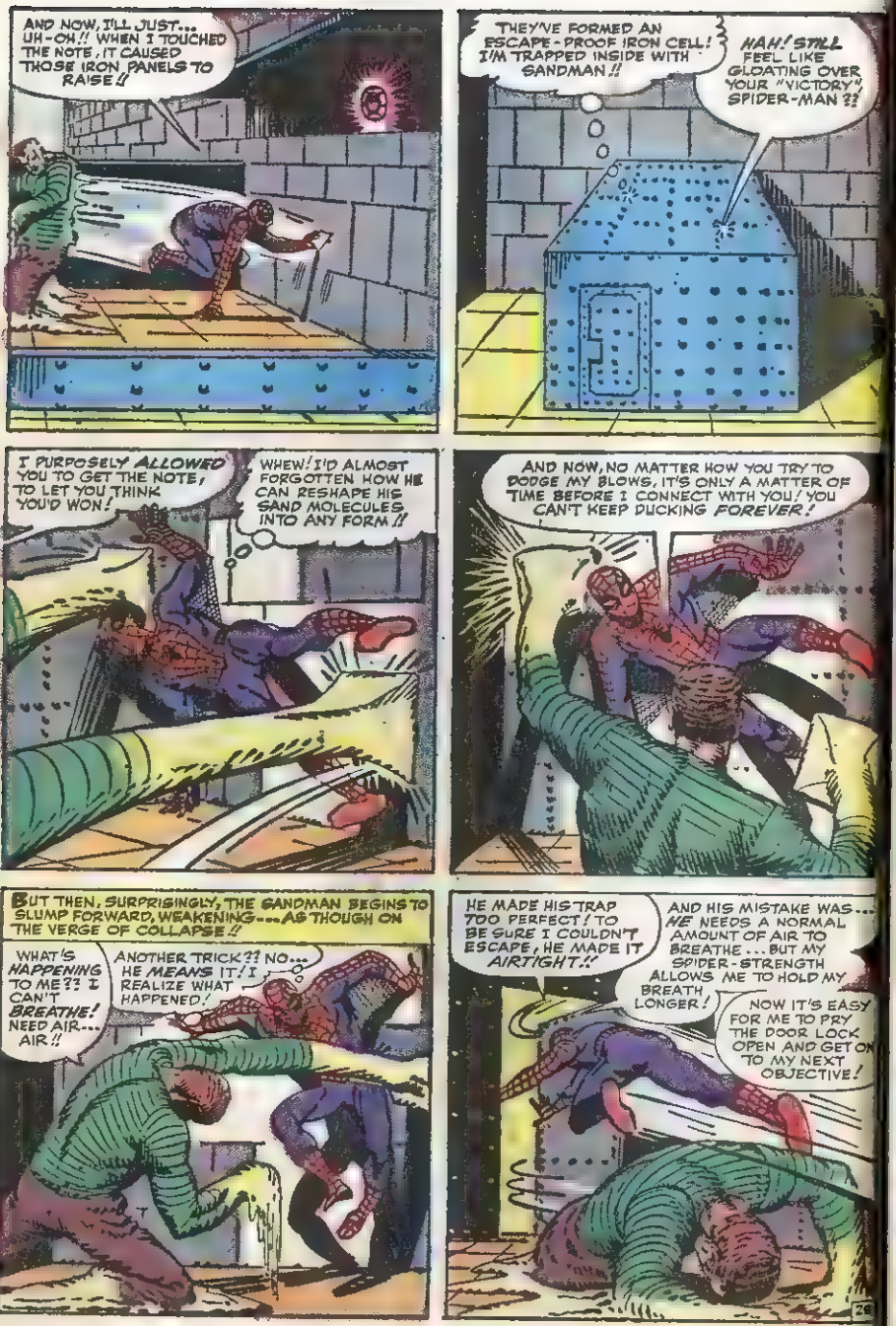

MYSTERIO! OF COURSE! ONLY YOU HAVE THE TECHNICAL KNOW-HOW TO DESIGN SUCH DEADLY, DECEPTIVE MECHANICAL DEVICES!
THEY WOULD HAVE STOPPED ANYONE ELSE! YOUR LUCK IS UNBELIEVABLE!

LUCK, YOU CALL IT?? MISTER, YOU DON'T KNOW THE HALF OF IT! I'M THE ORIGINAL HARD-LUCK KID!
BUT THAT WON'T STOP ME FROM PLAYIN' A DRUM SOLO ON THAT GLASS FISHBOWL OF YOURS UNLESS YOU GIVE ME THE CARD WITH MY FOURTH DESTINATION ON IT!!

THERE! I SEIZED HIS CARD AND NOW ... UHHHH! THAT'S WHAT I GET FOR BEING OVER-CONFIDENT!
SURELY YOU DIDN'T THINK MYSTERIO COULD BE DEFEATED SO EASILY!
HE'S UNLEASHED A SMOKE SCREEN OF HIS SPECIAL CHEMICAL MIST... IT'S ONE OF HIS GREATEST DEFENSIVE WEAPONS!
NICE TRY, MYSTERIO! BUT, DID YOU FORGET THAT MY SPIDER-SENSE ENABLES ME TO FIND ANY ENEMY WITHIN REACH, EVEN IF I CAN'T SEE HIM!!
AND IN CASE YOU THINK I'M EXAGGERATING ... HERE'S A LITTLE CONVINCER FOR YOU!
NOW TO SEE WHERE THAT CARD DROPPED AND TO... OH NO! NOT THERE!
IT FELL ONTO A SMOULDERING SECTION OF THE FLOOR, IGNITED BY THE CYCLOPS' ROBOT POWER BEAM!
IF I TOUCH IT, IT MAY WITHER INTO ASHES!
ONLY ONE CHANCE! I'LL LET MY LIQUID WEBBING COVER IT, PUTTING OUT THE FLAMES!
NOW, WHEN I PEEL AWAY THE PAPER, THE IMPRINT OF THE WRITING MAY SOMEHOW HAVE BEEN TRANSFERRED ONTO MY WEBBING!
I'VE GOT TO CONCENTRATE HARDER THAN EVER BEFORE! IT'S UP TO MY SPIDER-SENSE TO DETECT THE MESSAGE THAT WAS WRITTEN HERE, BEFORE EVERY LAST TRACE OF IT FADES AWAY!

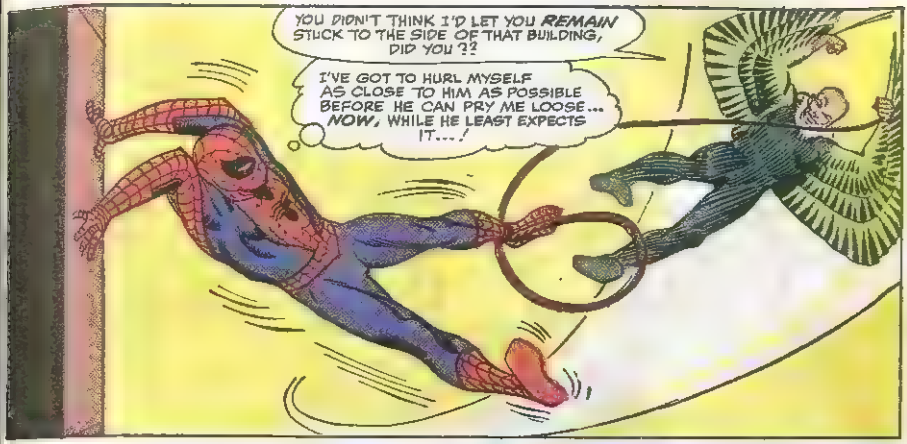
MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON...
WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE?? HOW CAN I KNOW IF.. HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!
HMM...IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?
WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE... GIVE ME THE MESSAGE!
AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE...
IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?
IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!
C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?
BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..
IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?
THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!
OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!
BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!
SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!
I'VE WAITED A LONG TIME FOR THIS MOMENT.. ..AND NOW AT LAST IT'S HERE!!
SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!
KNOW SOMETHING, BLITTER-CUP? I PLAN ON JUST DOING THAT LITTLE THING!

YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A SHOWOFF, SANDMAN!! IF YOU HAD REMAINED IN YOUR SANDY FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER-STRENGTH...LIKE THIS!!
BUT NO! YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A DRAMATIC APPEARANCE! OKAY, SO YOU IMPRESSED ME!!
WHAP!

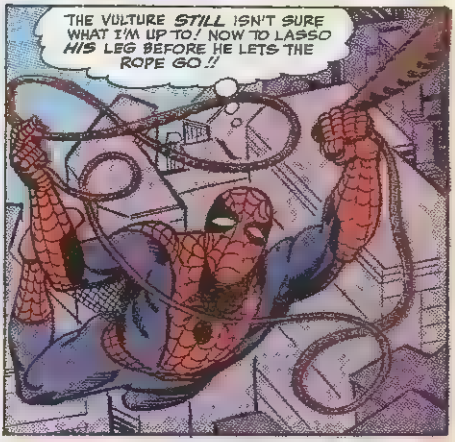

AND NOW, I'LL JUST... UH-OH!! WHEN I TOUCHED THE NOTE, IT CAUSED THOSE IRON PANELS TO RAISE!!
THEY'VE FORMED AN ESCAPE-PROOF IRON CELL! I'M TRAPPED INSIDE WITH SANDMAN!!
HAH! STILL FEEL LIKE GLOATING OVER YOUR "VICTORY" SPIDER-MAN??
I PURPOSELY ALLOWED YOU TO GET THE NOTE, TO LET YOU THINK YOU'D WON!
WHEW! I'D ALMOST FORGOTTEN HOW HE CAN RESHAPE HIS SAND MOLECULES INTO ANY FORM!!
AND NOW, NO MATTER HOW YOU TRY TO DODGE MY BLOWS, IT'S ONLY A MATTER OF TIME BEFORE I CONNECT WITH YOU! YOU CAN'T KEEP DUCKING FOREVER!
BUT THEN, SURPRISINGLY, THE SANDMAN BEGINS TO SLUMP FORWARD, WEAKENING---AS THOUGH ON THE VERGE OF COLLAPSE!!
WHAT'S HAPPENING TO ME?? I CAN'T BREATHE! NEED AIR... AIR!!
ANOTHER TRICK?? NO... HE MEANS IT! I REALIZE WHAT HAPPENED!
HE MADE HIS TRAP TOO PERFECT! TO BE SURE I COULDN'T ESCAPE, HE MADE IT AIRTIGHT!!
AND HIS MISTAKE WAS... ME NEEDS A NORMAL AMOUNT OF AIR TO BREATHE... BUT MY SPIDER-STRENGTH ALLOWS ME TO HOLD MY BREATH LONGER!
NOW IT'S EASY FOR ME TO PRY THE DOOR LOCK OPEN AND GET ON TO MY NEXT OBJECTIVE!

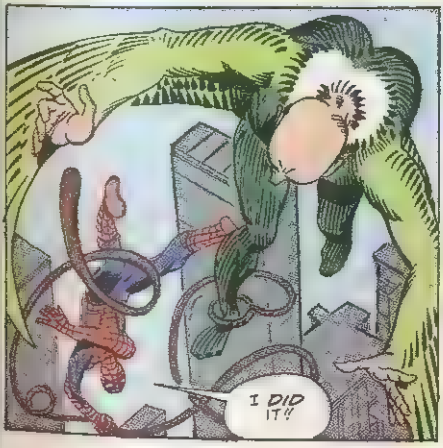
AND BY THIS TIME, J. J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...
I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!
SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?
IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH SPIDER-MAN! THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!
YOU BLITHERING NUMBSKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?
YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITHOUT YOUR O.K.!
OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME... ON MY OWN STORY!!
WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS...
I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE VULTURE REMAINS TO OPPOSE HIM!
I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!
I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!
OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!
AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!
THE VULTURE!!!
I AM THE LAST ON YOUR LIST, SPIDER-MAN... BECAUSE I AM THE MOST DANGEROUS OF ALL!
ONLY I CAN TELL YOU WHERE TO FIND BETTY BRANT... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT MY WAY!
EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED WEB! IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE... OR ELSE I'LL SIMPLY FLY OFF!
LOOKS LIKE YOU LEAVE ME NO CHOICE!

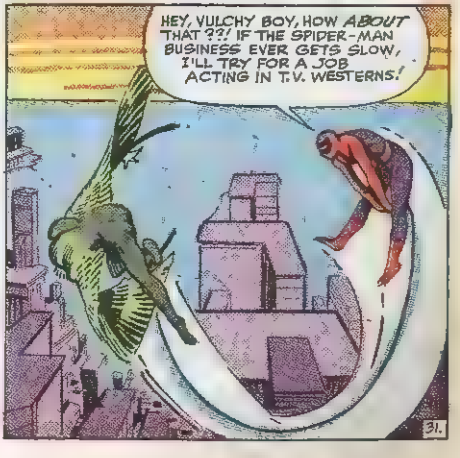
I DON'T KNOW HOW I CAN DEFEAT A FLYING MAN WITHOUT MY WEBBING .. BUT THIS IS AS GOOD A TIME AS ANY TO DREAM UP A WAY!
GOOD!! AND NOW, I'LL SHOW YOU WHAT THE VULTURE CAN DO AGAINST A SPIDER WITHOUT HIS WEB!!
FIRST, I SQUIRT SOME SPECIALLY PREPARED OIL AT THE LEDGE ON WHICH YOU'RE STANDING!!
AND THEN, BY BEATING MY WINGS VIOLENTLY, I CAN CAUSE ENOUGH AIR PRESSURE TO FORCE YOU BACK... RIGHT OFF THE SLIPPERY SURFACE!!
HE'S RIGHT! THE OIL MADE IT SO SLICK, I'M SLIPPING OFF!
BUT EVEN WITHOUT MY WEB, I STILL HAVE THE POWER OF STICKING TO ANY DRY SURFACE... LIKE A SPIDER!
HE LASSOED MY LEG! WELL, HE'S SURE GONNA REGRET THAT BONEHEAD PLAY BEFORE HE GETS MUCH OLDER!!


YOU DIDN'T THINK I'D LET YOU REMAIN STUCK TO THE SIDE OF THAT BUILDING, DID YOU ??
I'VE GOT TO HURL MYSELF AS CLOSE TO HIM AS POSSIBLE BEFORE HE CAN PRY ME LOOSE... NOW, WHILE HE LEAST EXPECTS IT...!

HERE GOES! NOW I'LL HOLD THE ROPE WITH ONE HAND AND FREE MY LEG WITH THE OTHER!
AT TIMES LIKE THIS, MY OL' SPIDER-SPEED SURE COMES IN HANDY!

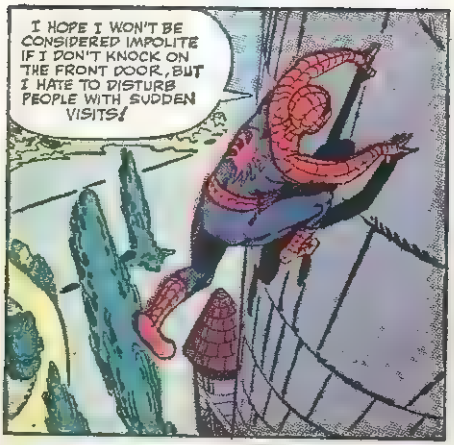

THE VULTURE STILL ISN'T SURE WHAT I'M UP TO! NOW TO LASSO HIS LEG BEFORE HE LETS THE ROPE GO!!

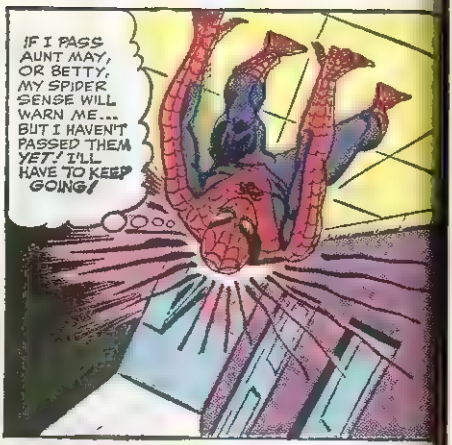

I DID IT!!

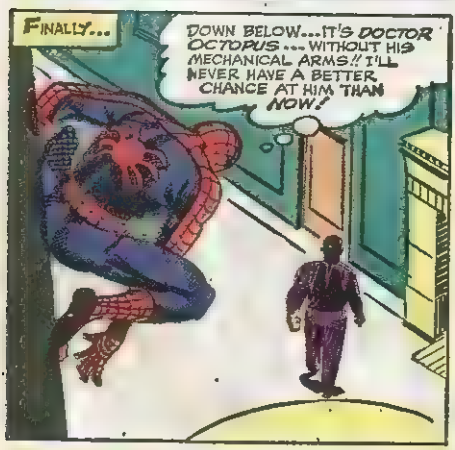

HEY, VULCHY BOY, HOW ABOUT THAT ??! IF THE SPIDER-MAN BUSINESS EVER GETS SLOW, I'LL TRY FOR A JOB ACTING IN T.V. WESTERNS!

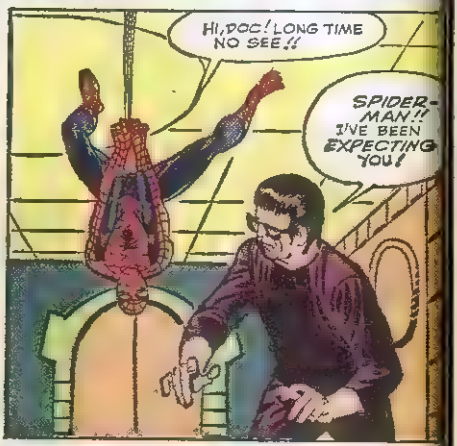
AND NOW, YOU WING-FLAPPIN' WEASEL, I'M GONNA CLIP YOUR PIN FEATHERS FOR YOU!!
...UNLESS YOU TELL ME WHERE TO FIND BETTY BRANT...AND I MEAN RIGHT NOW, HEAR??
SURE, I'LL TELL YOU! YOU'LL NEVER BE ABLE TO LEAVE THE PLACE ALIVE, ANYWAY! AND IF YOU DO... WE'LL MEET AGAIN, SPIDER-MAN...I'LL SEE TO THAT!

THAT'S OKAY WITH ME, FLY BOY! YOU KNOW YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS ALWAYS AVAILABLE FOR WEDDINGS, BAR-MITZVAHS, AND ALL SORTS OF FUN THINGS! NOW FLY ME BACK TO WHERE I LEFT MY WEBBING... GIDDIYAP!
EXACTLY SIXTY SECONDS LATER...
NOW YOU JUST STAY THERE, ALL NICE AND SNUG, WHILE SPIDEY GOES BYE-BYE! IF YOU GET LONELY, JUST WAVE TO THE NICE PEOPLE BELOW!!
BUT THE VULTURE ISN'T THE ONLY ONE WHOSE THOUGHTS ARE UNPRINTABLE AT THAT MOMENT...
MR. JAMESON, OUR NEWSDEALERS REPORT WE HAVEN'T SOLD A NEWSPAPER IN THE PAST HOUR!
NATURALLY!! ALL THE OTHER PAPERS HAVE COME OUT WITH SPIDER-MAN EXTRAS --- EXCEPT US! GET OUT OF HERE... LET ME SUFFER IN PEACE!
AND, WHAT OF THE OMINOUS DOCTOR OCTOPUS..?
I HOPE YOU LADIES WILL EXCUSE ME FOR A WHILE! I'M EXPECTING ANOTHER, EH, VISITOR, TO ARRIVE SHORTLY!
BUT WHAT A ABOUT US?
DON'T WORRY, MISS BRANT... I'LL BE BACK!
MRS. PARKER!! WHAT DO YOU SUPPOSE HE MEANT BY THAT??
I DON'T KNOW, MY DEAR! BUT DOESN'T HE HAVE THE MOST CHARMING MANNERS? HE'S SO WELL-SPOKEN!
AND, JUST A FEW HUNDRED YARDS AWAY...
SO THIS IS MY FINAL DESTINATION... AN OLD CASTLE, IMPORTED TO THIS COUNTRY STONE BY STONE! I'VE A PRETTY GOOD HUNCH WHO I'LL FIND INSIDE!
BETTER MAKE SURE MY WEB FLUID CAPSULES ARE ALL FILLED!

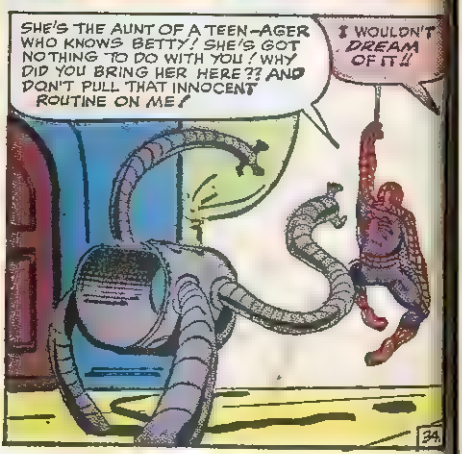

I HOPE I WON'T BE CONSIDERED IMPOLITE IF I DON'T KNOCK ON THE FRONT DOOR, BUT I HATE TO DISTURB PEOPLE WITH SUDDEN VISITS!


IF I PASS AUNT MAY, OR BETTY, MY SPIDER SENSE WILL WARN ME... BUT I HAVEN'T PASSED THEM YET! I'LL HAVE TO KEEP GOING!


FINALLY...
DOWN BELOW...IT'S DOCTOR OCTOPUS... WITHOUT HIS MECHANICAL ARMS!! I'LL NEVER HAVE A BETTER CHANCE AT HIM THAN NOW!


HI, DOC! LONG TIME NO SEE!!
SPIDER-MAN!! I'VE BEEN EXPECTING YOU!

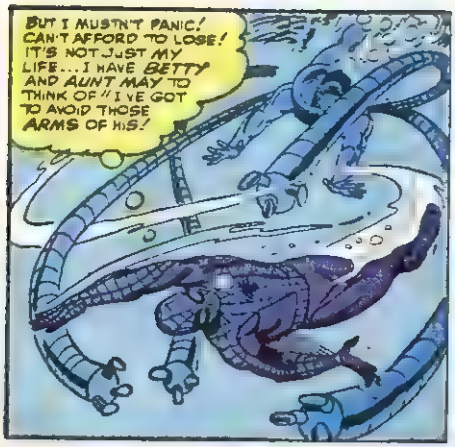
SURE...I'LL BET YOU HAVE! BY THE WAY, WHERE ARE BETTY BRANT AND MRS. PARKER?
I'VE GOT TO KEEP HIM OCCUPIED 'TILL I CAN SPRING MY TRAP!!
WHAT WOULD MAKE YOU THINK I'VE SEEN THEM?? WHO IS MRS. PARKER, ANYWAY?


SHE'S THE AUNT OF A TEEN-AGER WHO KNOWS BETTY! SHE'S GOT NOTHING TO DO WITH YOU! WHY DID YOU BRING HER HERE?? AND DON'T PULL THAT INNOCENT ROUTINE ON ME!
I WOULDN'T DREAM OF IT!!

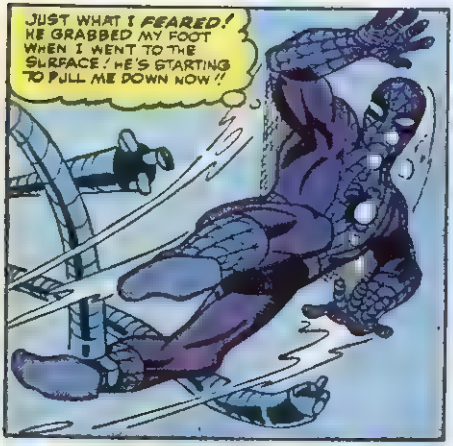
MY SPIDER SENSE IS WARNING ME...DANGER.. BEHIND ME... OHH...TOO LATE!
HAH! YOU DIDN'T SUSPECT THAT I COULD CONTROL MY ARMS MENTALLY, DID YOU? NOW I'VE GOT YOU, YOU MEDDLESOME JUVENILE!
YOU WERE A FOOL TO THINK YOU HAD A CHANCE AGAINST THE POWER OF DOCTOR OCTOPUS!
TELL ME SOMETHING, OCK... ARE YOU TRYIN' TO DEFEAT ME BY TALKING ME TO DEATH?!
AHH, THAT'S MORE LIKE IT! I HAD A HUNCH THAT YOUR ARMS WOULD RELINQUISH THEIR GRIP ONCE I STUNNED YOU, IF THEY WERE UNDER YOUR MENTAL CONTROL!
UH-OH! IT DOESN'T TAKE OCK LONG TO RECOVER HIMSELF, DOES IT? WELL, I'LL JUST HAVE TO STAY OUT OF HIS REACH FOR A WHILE!

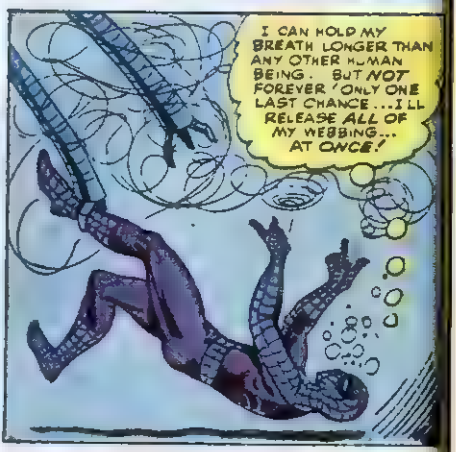
HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! NOW WHAT'S HE UP TO!?
OH, WELL, I'LL WORRY ABOUT THAT LATER! I'VE STILL GOT TO FIND BETTY AND AUNT MAY RIGHT NOW!
WILE IN A NEARBY CHAMBER, THE AWESOME DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE ARTIFICIAL APPENDAGES, AND THEN...
WHY SHOULD I KNOCK MYSELF OUT WHEN I CAN TRACE HIS MOVEMENTS THIS WAY... AND WAIT UNTIL HE'S IN THE MOST VULNERABLE POSITION!
THIS PLACE HAS MORE TWISTS AND TURNS THAN A CORKSCREW! MY SPIDER SENSE IS TINGLING, BUT I DON'T SEE ANYTHING WRONG YET...!
BUT SUDDENLY, A TRAP DOOR OPENS BENEATH SPIDER-MAN'S FEET, AND A POWERFUL BLAST OF AIR FROM THE CEILING FORCES HIM DOWN BEFORE HE CAN LEAP TO SAFETY!
UH-OH! LOOK OUT BELOW!!
BOY! WHAT A MOVIE SERIAL THIS WOULD MAKE! A NEW CLIFF-HANGER EVERY MINUTE!!
AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING MY NAME! I SHALL JOIN YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A REAL OCTOPUS WOULD!

IF YOU'VE ANY LAST WORDS TO UTTER, SPIDER-MAN, SAY THEM NOW...OH, I'M SORRY! I FORGOT YOU CANNOT HEAR ME THROUGH MY AIR MASK! WHAT A PITY...I NEGLECTED TO FURNISH ONE FOR YOU!
I'VE BEEN IN TIGHT SPOTS BEFORE...BUT SOMETHING TELLS ME THEY'RE GONNA SEEM LIKE PICNICS COMPARED TO THE JAM I'M IN NOW!


BUT I MUSTN'T PANIC! CAN'T AFFORD TO LOSE! IT'S NOT JUST MY LIFE... I HAVE BETTY AND AUNT MAY TO THINK OF // I'VE GOT TO AVOID THOSE ARMS OF HIS!

CAN'T STAY SUBMERGED AS LONG AS HE CAN - HAVE TO COME UP FOR AIR EVERY SO OFTEN! AND HE KNOWS IT //


JUST WHAT I FEARED! HE GRABBED MY FOOT WHEN I WENT TO THE SURFACE! HE'S STARTING TO PULL ME DOWN NOW //

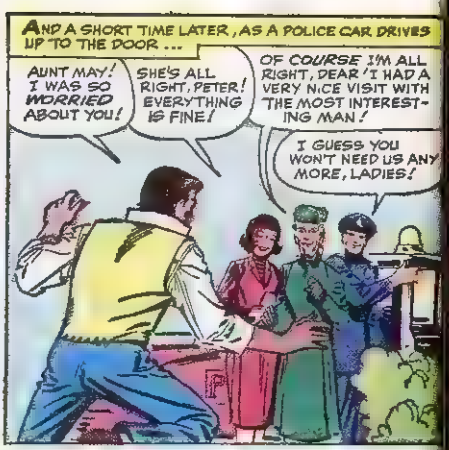

I CAN HOLD MY BREATH LONGER THAN ANY OTHER HUMAN BEING. BUT NOT FOREVER! ONLY ONE LAST CHANCE... I'LL RELEASE ALL OF MY WEBBING... AT ONCE!

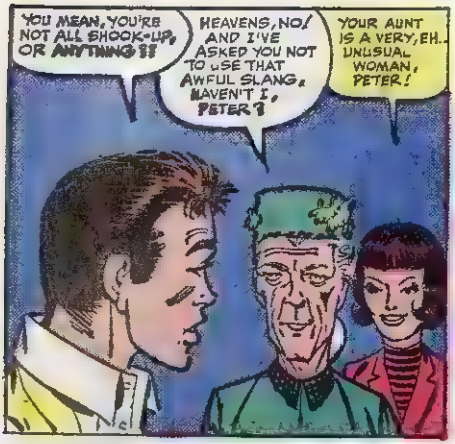
IT'S WORKING! THE THIN, STRONG STRANDS OF WEB ARE ENTANGLING HIS ARMS LIKE SEAWEED... HE'S HAVING TROUBLE CONTROLLING THEM // MY LEG IS FREE!

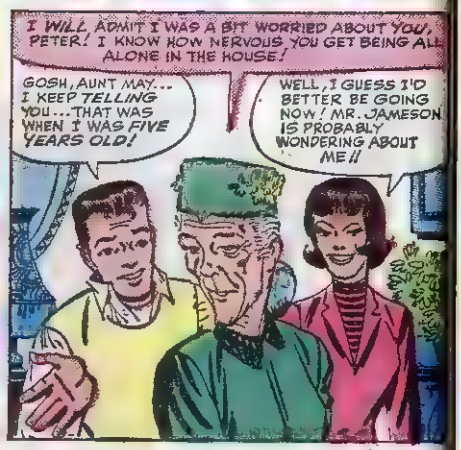
I'LL KEEP CLOSE TO THE EDGE OF THE BOWL AND AVOID THE WEBBING THIS WAY! THE MORE HE STRUGGLES, THE MORE HE'S TANGLING HIMSELF UP!

FINALLY...
STOP STRUGGLING, YOU NINCOMPOOP... I'LL UNTANGLE YOU ENOUGH SO THE POLICE WILL RECOGNIZE YOU WHEN THEY GET HERE!
YOU AND MY OTHER LITTLE SPARRING PARTNERS OUGHT TO BE REAL PROUD OF YOURSELVES... YOU PRACTICALLY HANDED ME MY VICTORIES ON A SILVER PLATTER, IF YOU EACH HADN'T BEEN SO ANXIOUS TO GET THE CREDIT FOR BEATING ME ALONE, AND TEAMED UP AGAINST ME, YOU MIGHT HAVE HAD A CHANCE!
AND NOW, SOONER OR LATER MY SPIDER SENSE WILL LEAD ME TO BETTY AND AUNT MAY... AHH, I FEEL A TINGLING ALREADY!
I'VE FOUND YOU!! ARE YOU OKAY??
SPIDER-MAN! OH, THANK HEAVENS!! THAT HORRIBLE DR OCTOPUS KEPT SAYING YOU DIDN'T HAVE A CHANCE!
SO, THAT'S SPIDER-MAN! WHAT A PERFECTLY GHASTLY OUTFIT! HE'S SO VILLAINOUS-LOOKING! NOT AT ALL AS PLEASANT AS THAT WELL-MANNERED DR. OCTOPUS!
I'M SURE DR. OCTOPUS WOULD NEVER HAVE ENTERED THAT WAY WITHOUT KNOCKING!
WELL, I'LL BE LEAVING NOW! I SENT A MESSAGE TO THE POLICE BEFORE I ARRIVED HERE... THEY SHOULD BE HERE ANY MINUTE!
JUST THINK, MRS. PARKER... WE'RE SAFE!
I'M AFRAID I DON'T UNDERSTAND ANY OF THIS!
DO YOU THINK IT'S PROPER TO LEAVE WITHOUT SAYING GOOD-BYE TO OUR HOST? I WONDER WHERE HE WENT?
I'D LOVE TO KNOW WHO SPIDER-MAN REALLY IS! BUT, BENEATH THAT DISGUISE, HE COULD BE ANYBODY! AND HIS MASK MUFFLES HIS VOICE SO, THAT IT'S ALMOST UNRECOGNIZABLE!
39

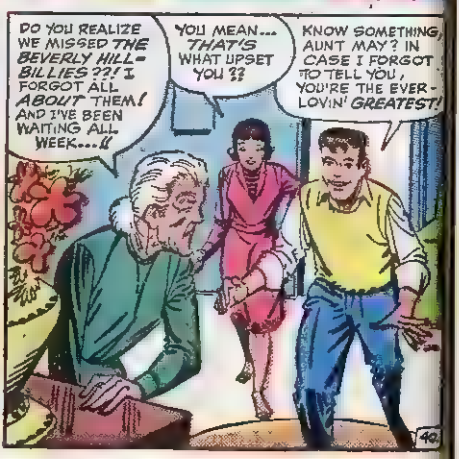
I'VE GOT TO REACH HOME BEFORE AUNT MAY, AND MEET HER AT THE DOOR, SO SHE NEVER SUSPECTS ANYTHING!


AND A SHORT TIME LATER, AS A POLICE CAR DRIVES UP TO THE DOOR ...
AUNT MAY! I WAS SO WORRIED ABOUT YOU!
SHE'S ALL RIGHT, PETER! EVERYTHING IS FINE!
OF COURSE I'M ALL RIGHT, DEAR! I HAD A VERY NICE VISIT WITH THE MOST INTERESTING MAN!
I GUESS YOU WON'T NEED US ANY MORE, LADIES!

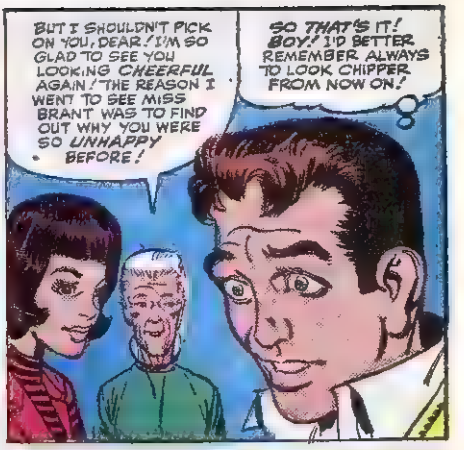

YOU MEAN, YOU'RE NOT ALL SHOOK-UP, OR ANYTHING?!
HEAVENS, NO! AND I'VE ASKED YOU NOT TO USE THAT AWFUL SLANG, HAVEN'T I, PETER?
YOUR AUNT IS A VERY, EH.. UNUSUAL WOMAN, PETER!

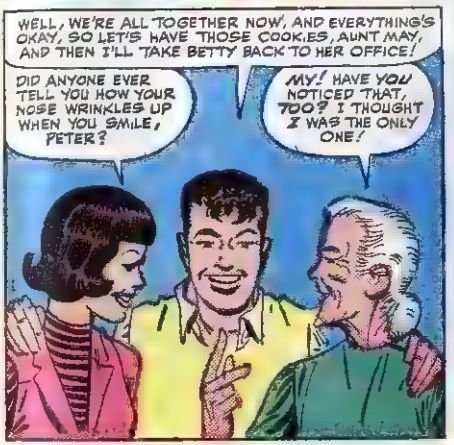

I WILL ADMIT I WAS A BIT WORRIED ABOUT YOU, PETER! I KNOW HOW NERVOUS YOU GET BEING ALL ALONE IN THE HOUSE!
GOSH, AUNT MAY... I KEEP TELLING YOU... THAT WAS WHEN I WAS FIVE YEARS OLD!
WELL, I GUESS I'D BETTER BE GOING NOW! MR. JAMESON IS PROBABLY WONDERING ABOUT ME!!

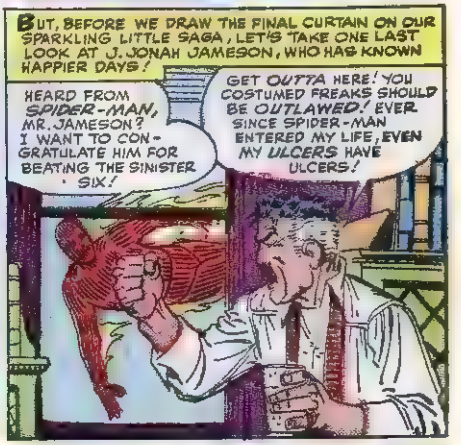
NONSENSE, DEAR! I'LL GET SOME COOKIES AND MILK, AND WE'LL ALL SIT DOWN FOR A FEW MINUTES AND... OH!!! OH HEAVENS!!
THIS IS WHAT I WAS AFRAID OF! A DELAYED SHOCK REACTION! SHE'S JUST REALIZING WHAT SHE WENT THROUGH NOW!

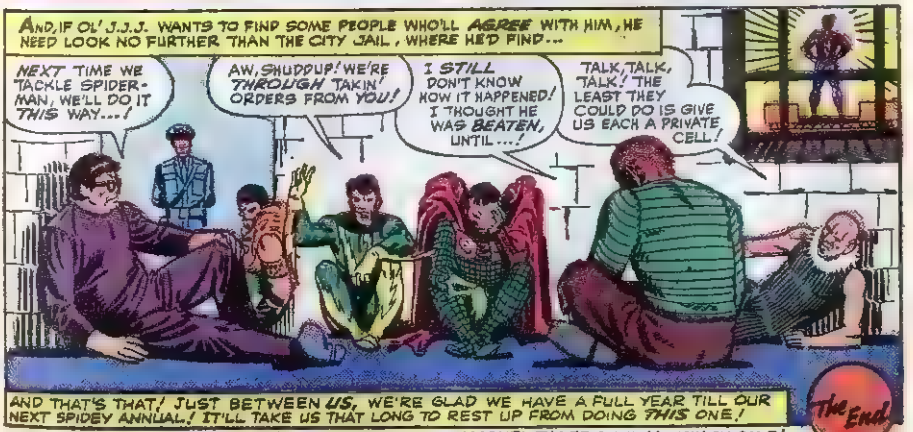

DO YOU REALIZE WE MISSED THE BEVERLY HILLBILLIES??! I FORGOT ALL ABOUT THEM! AND I'VE BEEN WAITING ALL WEEK...!!
YOU MEAN... THAT'S WHAT UPSET YOU??
KNOW SOMETHING, AUNT MAY? IN CASE I FORGOT TO TELL YOU, YOU'RE THE EVER-LOVIN' GREATEST!

PETER PARKER!! WHAT AM I GOING TO DO WITH YOU?! THERE YOU GO USING THAT AWFUL SLANG AGAIN!
SORRY, AUNT MAY! I'LL TRY TO BE MORE CAREFUL!
I WONDER HOW MANY OTHER GUYS WITH SUPER-POWERS GET SCOLDED BY THEIR AUNTS IF THEY DON'T TOE THE MARK?


BUT I SHOULDN'T PICK ON YOU, DEAR! I'M SO GLAD TO SEE YOU LOOKING CHEERFUL AGAIN! THE REASON I WENT TO SEE MISS BRANT WAS TO FIND OUT WHY YOU WERE SO UNHAPPY BEFORE!
SO THAT'S IT! BOY! I'D BETTER REMEMBER ALWAYS TO LOOK CHIPPER FROM NOW ON!


WELL, WE'RE ALL TOGETHER NOW, AND EVERYTHING'S OKAY, SO LET'S HAVE THOSE COOKIES, AUNT MAY, AND THEN I'LL TAKE BETTY BACK TO HER OFFICE!
DID ANYONE EVER TELL YOU HOW YOUR NOSE WRINKLES UP WHEN YOU SMILE, PETER?
MY! HAVE YOU NOTICED THAT, TOO? I THOUGHT I WAS THE ONLY ONE!


BUT, BEFORE WE DRAW THE FINAL CURTAIN ON OUR SPARKLING LITTLE SAGA, LET'S TAKE ONE LAST LOOK AT J. JONAH JAMESON, WHO HAS KNOWN HAPPIER DAYS!
HEARD FROM SPIDER-MAN, MR. JAMESON? I WANT TO CONGRATULATE HIM FOR BEATING THE SINISTER SIX!
GET OUTTA HERE! YOU COSTUMED FREAKS SHOULD BE OUTLAWED! EVER SINCE SPIDER-MAN ENTERED MY LIFE, EVEN MY ULCERS HAVE ULCERS!


AND, IF OL' J.J.J. WANTS TO FIND SOME PEOPLE WHO'LL AGREE WITH HIM, HE NEED LOOK NO FURTHER THAN THE CITY JAIL, WHERE HE'D FIND...
NEXT TIME WE TACKLE SPIDER-MAN, WE'LL DO IT THIS WAY...!
AW, SHUDDUP! WE'RE THROUGH TAKIN' ORDERS FROM YOU!
I STILL DON'T KNOW HOW IT HAPPENED! I THOUGHT HE WAS BEATEN, UNTIL...!
TALK, TALK, TALK! THE LEAST THEY COULD DO IS GIVE US EACH A PRIVATE CELL!

AND THAT'S THAT! JUST BETWEEN US, WE'RE GLAD WE HAVE A FULL YEAR TILL OUR NEXT SPIDEY ANNUAL! IT'LL TAKE US THAT LONG TO REST UP FROM DOING THIS ONE!

The End

NOTE: DON'T MISS SPIDEY'S ORIGIN IN THE GREAT NEW MARVEL TALES ANNUAL, NOW ON SALE!

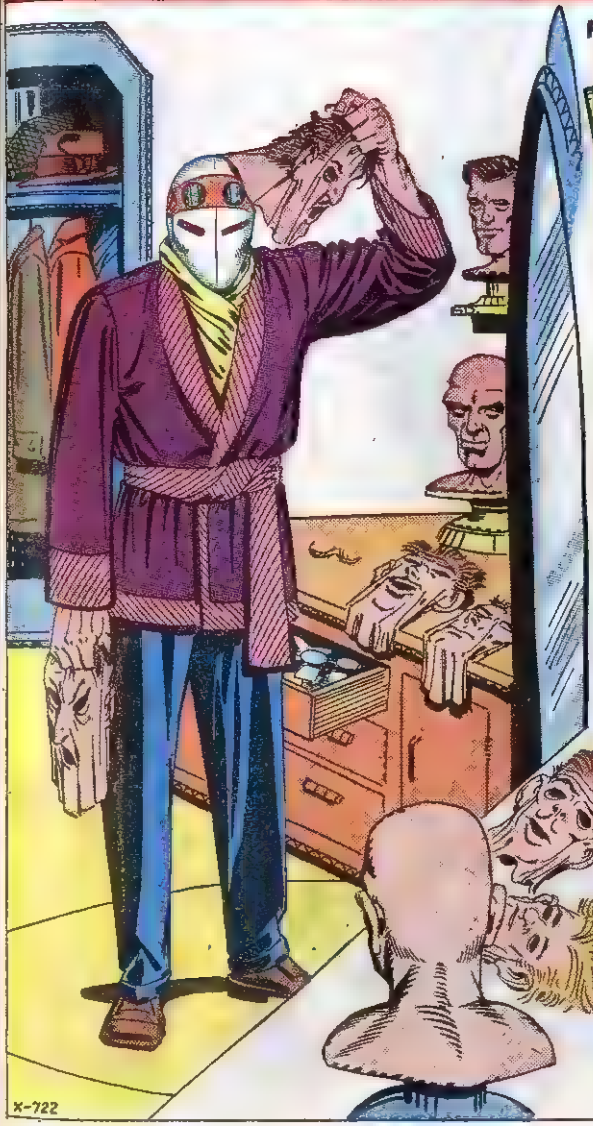
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

the BURGLAR

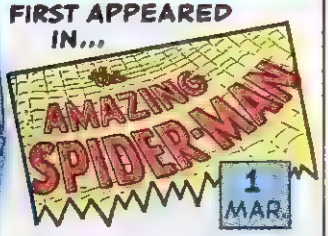
FIRST APPEARED IN...
AMAZING FANTASY
15 AUG.
THIS UNNAMED THIEF IS THE MAN RESPONSIBLE FOR SPIDER-MAN'S VOW TO USE HIS GREAT POWERS TO COMBAT CRIME! FOR, IT WAS THIS ARMED THUG WHO CAUSED THE DEATH OF PETER PARKER'S BELOVED UNCLE, BEN PARKER! ONE FATAL, COWARDLY SHOT... ONE MOMENT OF STARK TRAGEDY, AND A LEGEND WAS BORN!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE CHAMELEON



FIRST APPEARED IN...



A NEW ERA IN COMICDOM WAS BORN WITH THE INTRODUCTION OF THE CHAMELEON! THE TITLE *"AMAZING FANTASY"* WAS CHANGED TO *"THE AMAZING SPIDER-MAN"*, AND SPIDEY FOUGHT HIS FIRST COLORFUL SUPER-FOE!

TO THIS DAY, NO ONE HAS EVER LEARNED THE TRUE IDENTITY OF THE MAN WHO CAN TRANSFORM HIMSELF INTO ANYBODY! SO SUCCESSFUL IS THE CHAMELEON'S POWER OF DISGUISE THAT HE ALMOST CONVINCED THE POLICE THAT HE WAS SPIDER-MAN DURING THEIR FIRST UNFORGETABLE ENCOUNTER!

X-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The VULTURE

FROM...

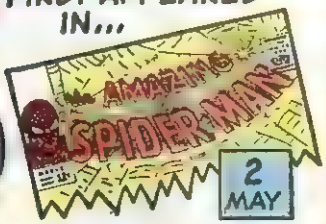
FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The TERRIBLE TINKERER

FIRST APPEARED IN...



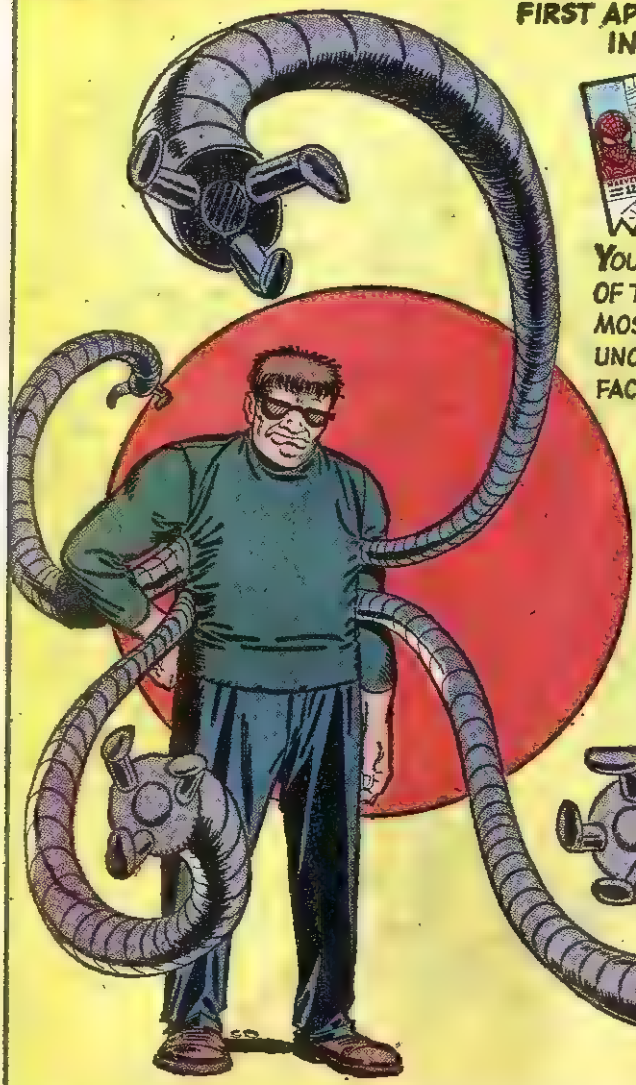
THIS STRANGE FOE IS CHIEFLY TO BE REMEMBERED BECAUSE OF THE FACT THAT HE HAS BEEN THE FIRST, AND THE ONLY ALIEN MENACE SPIDER-MAN HAS EVER FOUGHT!

LITTLE DID THE AMAZING TEEN-AGER DREAM, AS HE VENTURED INTO THE TINKERER'S GLOOMY SHOP, THAT THE FATE OF HIS ENTIRE PLANET HUNG UPON SPIDER-MAN'S VICTORY AGAINST ALMOST HOPELESS ODDS!

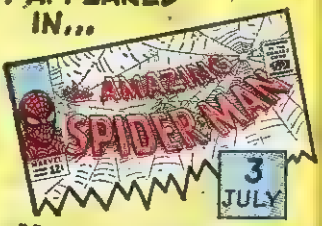
K-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

Dr. OCTOPUS



FIRST APPEARED IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIOUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENIOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!

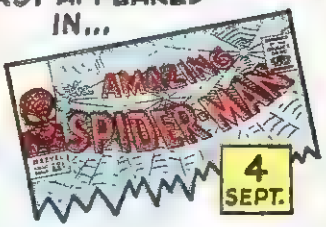
x-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

SANDMAN

POSSIBLY ONE OF THE MOST TRULY ORIGINAL, TRULY UNIQUE VILLAINS IN THIS, THE MARVEL AGE OF COMICS!

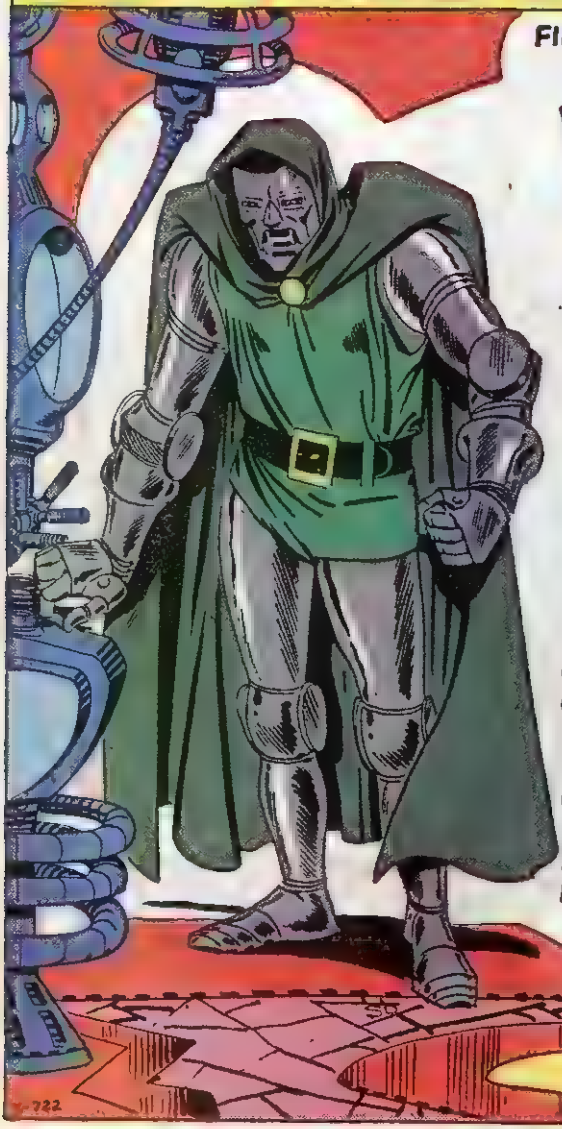
FIRST APPEARED IN...



FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DOCTOR DOOM



FIRST APPEARED IN...

WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC..."THE SECRETS OF DOCTOR DOOM!"

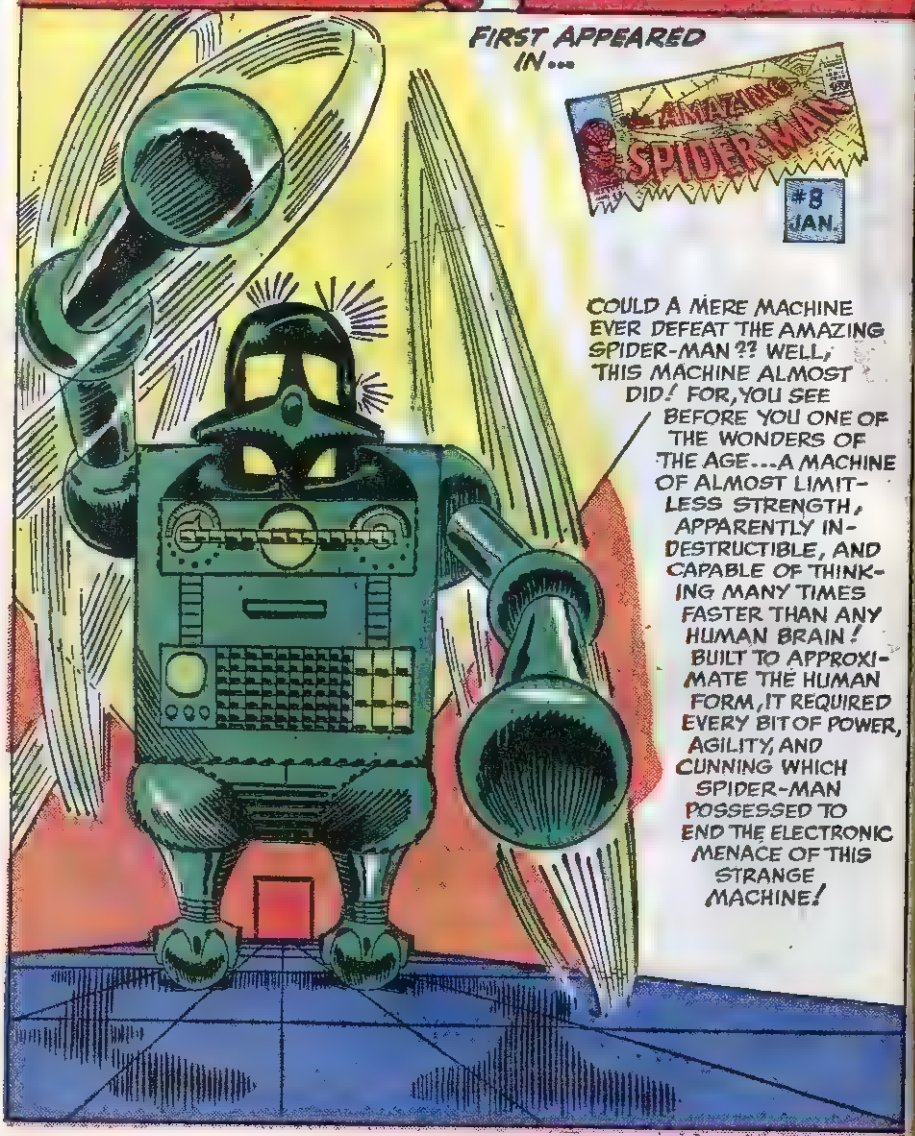
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The LIZARD

FIRST APPEARED IN...
THE AMAZING SPIDER-MAN
6 NOV.
UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TODAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

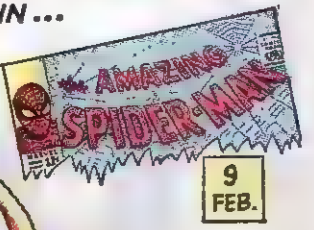
The Living BRAIN


FIRST APPEARED IN...
AMAZING SPIDER-MAN
#8 JAN.
COULD A MERE MACHINE EVER DEFEAT THE AMAZING SPIDER-MAN?? WELL, THIS MACHINE ALMOST DID! FOR, YOU SEE BEFORE YOU ONE OF THE WONDERS OF THE AGE...A MACHINE OF ALMOST LIMITLESS STRENGTH, APPARENTLY INDESTRUCTIBLE, AND CAPABLE OF THINKING MANY TIMES FASTER THAN ANY HUMAN BRAIN! BUILT TO APPROXIMATE THE HUMAN FORM, IT REQUIRED EVERY BIT OF POWER, AGILITY, AND CUNNING WHICH SPIDER-MAN POSSESSED TO END THE ELECTRONIC MENACE OF THIS STRANGE MACHINE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

ELECTRO

FIRST APPEARED IN ...



ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!

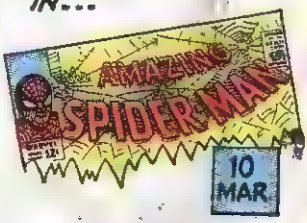
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The ENFORCERS

and

THE BIG MAN

FIRST APPEARED IN...



READING FROM TOP TO BOTTOM, WE PRESENT... ***THE OX,*** EX-CIRCUS STRONGMAN WITH THE MIND OF A CHILD! ***MONTANA,*** THE WESTERN ROPE-WIZARD WHO CAN MAKE HIS LASSO DO EVERYTHING BUT TALK! ***FANCY DAN,*** WHOSE SMALL SIZE BELIES THE SPEED AND ACCURACY OF HIS POTENT JUDO AND KARATE BLOWS! PUT THEM ALL TOGETHER AND YOU HAVE A TEAM OF CRIMINALS NO CRIME-FIGHTER WOULD DARE TO EVER TURN HIS BACK UPON!

THE BIG MAN, ALTHOUGH POSSESSING NO SPECIAL POWERS OF HIS OWN, WAS THE MASTER CRIMINAL WHO ORGANIZED ***THE ENFORCERS,*** MUCH TO HIS SUBSEQUENT REGRET!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MYSTERIO

FIRST APPEARED IN...

ALTHOUGH HIS POWERS SEEMED TO BE TRULY SUPER-NATURAL, SPIDER-MAN WAS EVENTUALLY TO LEARN THAT *MYSTERIO* WAS ACTUALLY A MOVIE SPECIAL-EFFECTS DESIGNER, WHO DECIDED TO TURN HIS UNUSUAL ABILITIES TO CRIME! BUT, DESPITE HIS NORMAL ORIGIN, THE MYSTERIOUS EFFECTS AND ILLUSIONS HE CREATED, AND THE INVENTIVE POWERS HE ASSUMED, COMBINED TO MAKE *MYSTERIO* AS DANGEROUS AND DEADLY A FOE AS ANY SPIDER-MAN HAD EVER FACED!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Green GOBLIN

FIRST APPEARED IN...

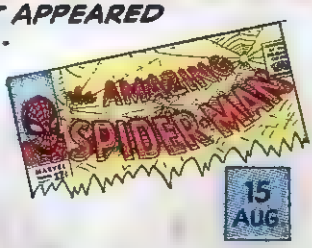
14 JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GRO-TESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOM-STICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

KRAVEN THE HUNTER

FIRST APPEARED IN...



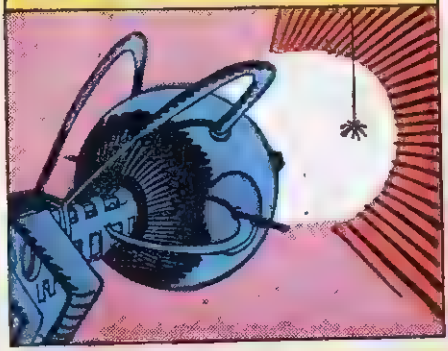
NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! ***KRAVEN*** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE ***KRAVEN, THE HUNTER***, WHOSE ONE BURNING DESIRE IS TO LURE ***SPIDER-MAN*** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!

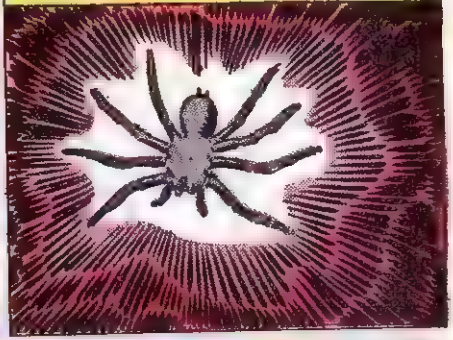
The SECRETS of SPIDER-MAN!

HERE'S MORE PROOF (AS IF YOU NEED IT!) THAT WHEN THE GANG IN THE MARVEL BULL-PEN GET TO-GETHER TO BRING YOU AN ANNUAL, THEY SURE DON'T SPARE THE HORSES!!
FEATURING: INSIDE FACTS ABOUT SPIDEY'S POWERS, HIS PROBLEMS, AND HIS PERSONAL LIFE, AS ONLY STAN and STEVE CAN PRESENT THEM!
EVERYTHING YOU WANT TO KNOW ABOUT SPIDEY IS ON THE PAGES THAT FOLLOW...

THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS *SPIDER-MAN* HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIO-ACTIVITY WAS TAKING PLACE ...

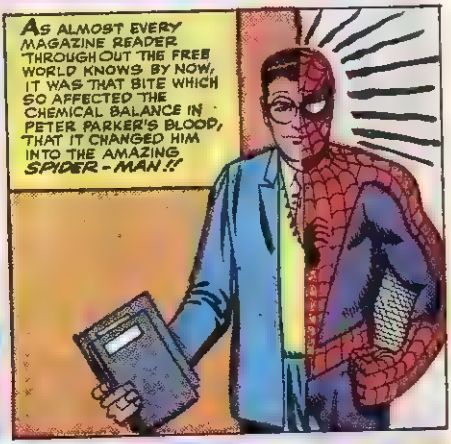


NO ONE AT THE EXHIBITION NOTICED A TINY *SPIDER* DESCENDING ON A THIN STRAND OF WEB ... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!



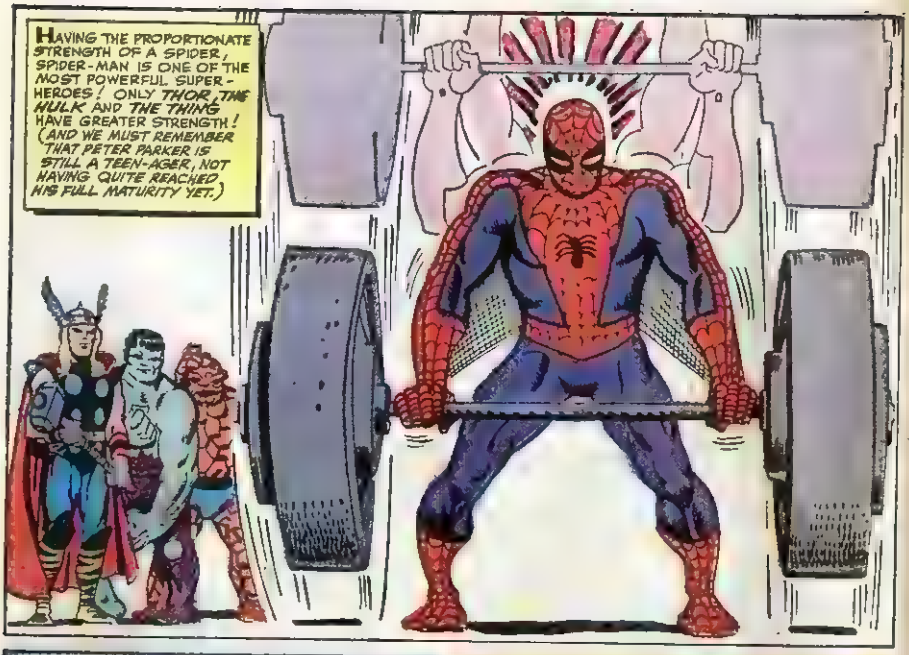
IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM FROM ITS BODY ... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!

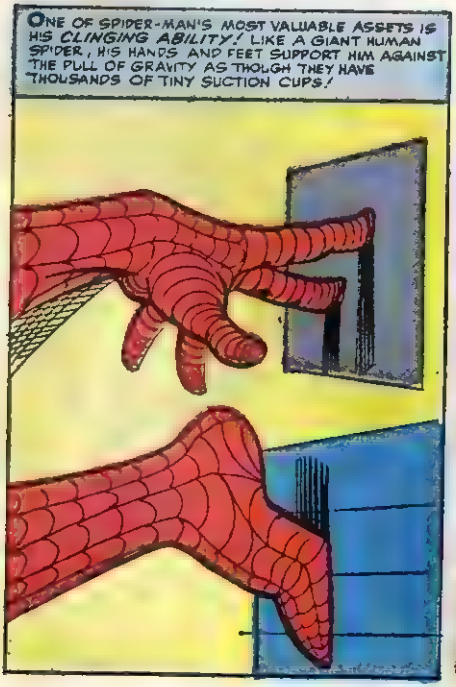
AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING *SPIDER-MAN!*

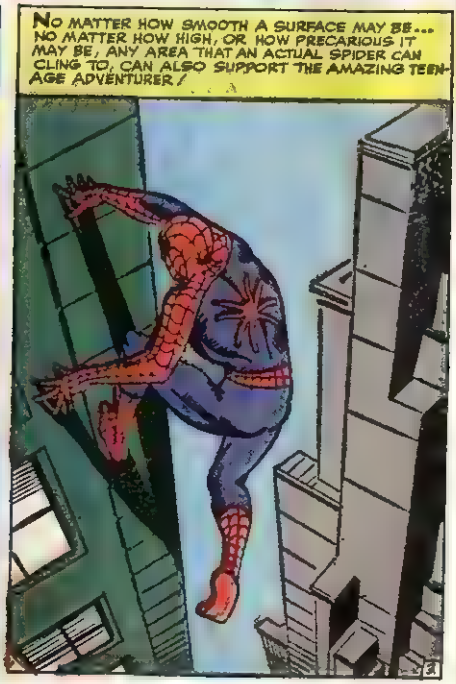


AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS *SPIDER-MAN!*

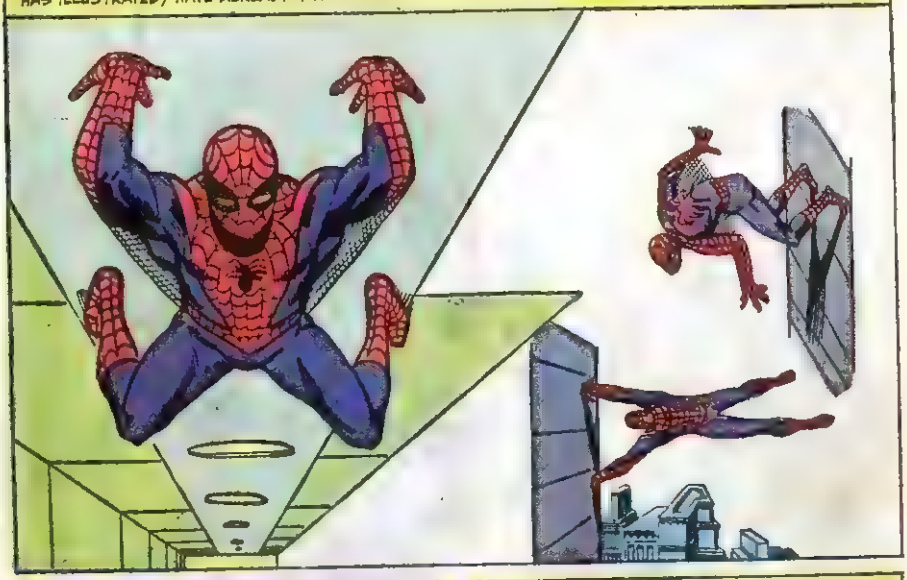
LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO ---


HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY THOR, THE HULK AND THE THING HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)

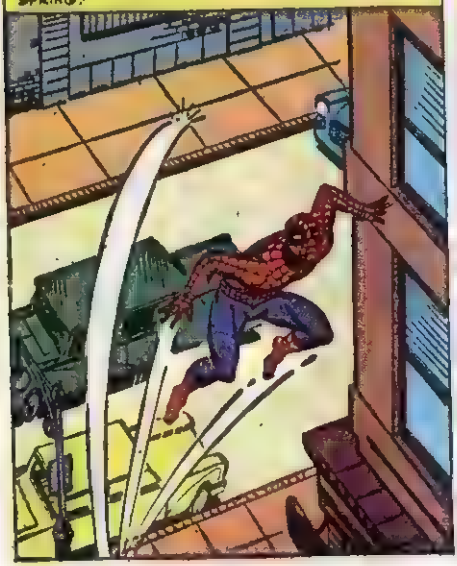

ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS CLINGING ABILITY! LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!


NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!

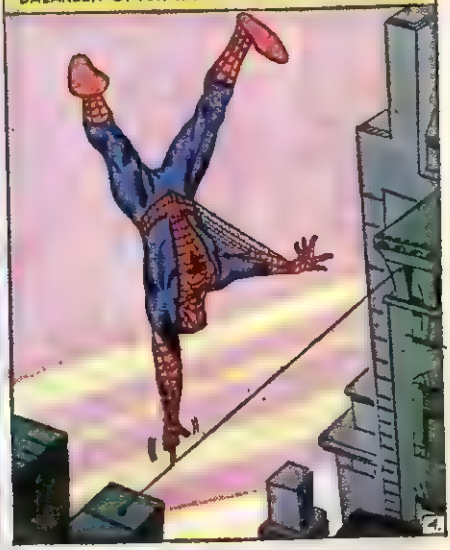
PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE *EASE* WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! *NOTE:* SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!



AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!



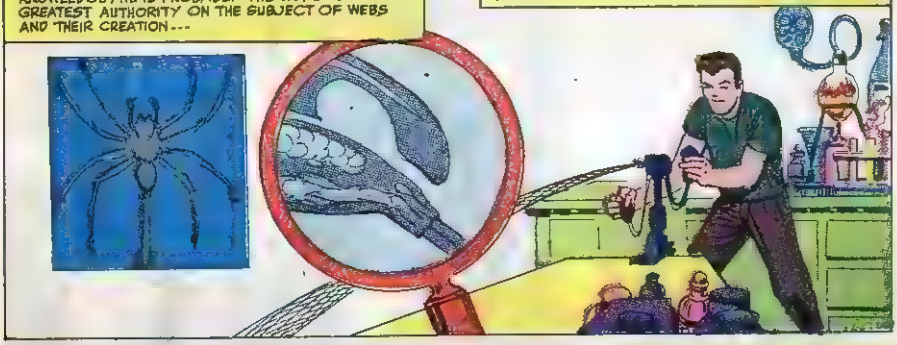
WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!



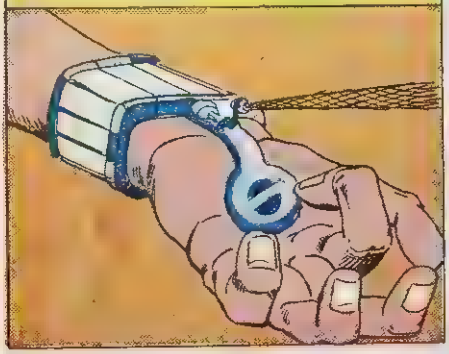
MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION. AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION!
START HERE!
FOR SPIDEY'S LIVING ACTION DEMONSTRATION!

FORTUNATELY FOR PETER PARKER (*AND THE WORLD AT LARGE*), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS! ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION---

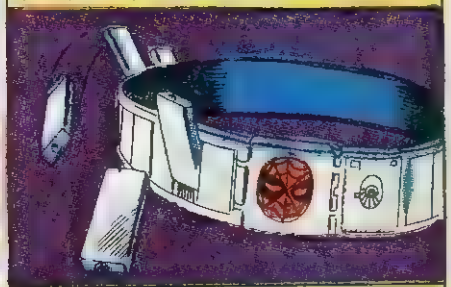
HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE *CAN* TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!



AS ANY *SPIDER-MAN* READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!



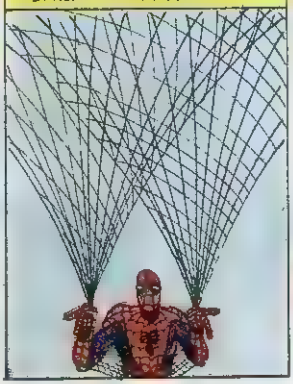
INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENIOUSLY DESIGNED UTILITY BELT!



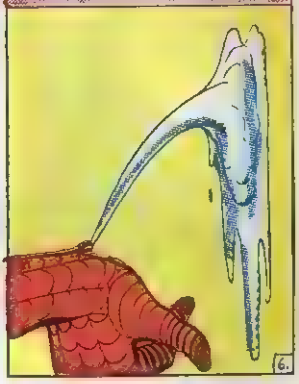
BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS---

1. AS A THIN, INCREDIBLY STRONG *LINE*...

2. AS A FINE, QUICK-SPREADING *SPRAY*...



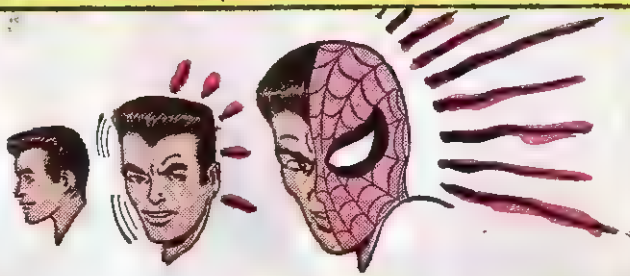
3. OR AS A THICK, TREMENDOUSLY ADHESIVE *LIQUID*...!

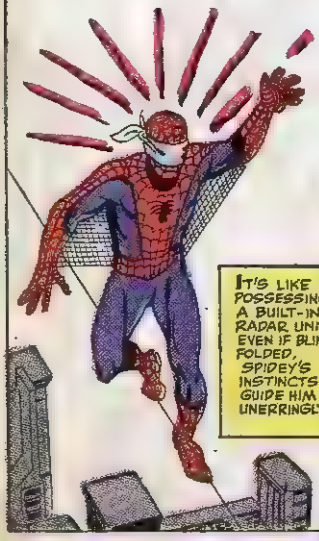


SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED THING A PRISONER FOR LIFE!
THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE HUMAN TORCH UNDER NORMAL CONDITIONS!
SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CANNOT COMPARE TO THAT OF MR. FANTASTIC'S!
AND, TO COMPLETE OUR COMPARISON WITH THE FANTASTIC FOUR, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED...BEING AS IMPOSSIBLE TO FIND AS THE INVISIBLE GIRL!
HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEEN-AGER CAN NOW USE IT IN MANY DIFFERENT WAYS...
AS A SHIELD...
A PARACHUTE...
A SAFETY NET...
AS SKIS...
AS A RAFT...
AS A CLUB...
A BARRIER...
A BALL
OR PLAIN, SIMPLE STICKY GLUE!

SPIDEY'S SPIDER SENSES!

ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!





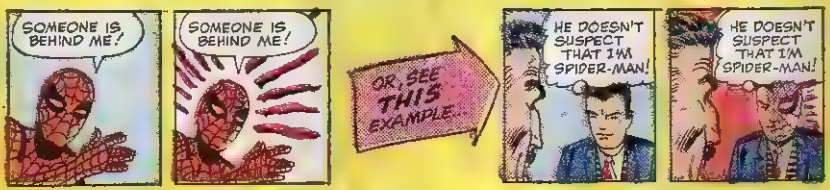
IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLINDFOLDED, SPIDEY'S INSTINCTS GUIDE HIM UNERRINGLY!

EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!

OF ALL KNOWN HUMANS, ONLY THE FEARLESS *DAREDEVIL* HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!

IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...


SOMEONE IS BEHIND ME!
SOMEONE IS BEHIND ME!
OR, SEE THIS EXAMPLE...
HE DOESN'T SUSPECT THAT I'M SPIDER-MAN!
HE DOESN'T SUSPECT THAT I'M SPIDER-MAN!

STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY *SEE* THEM--- ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS *SEE* THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! OKAY? OKAY!

The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S *EYES* DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY *IS* A REASON!

THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE! HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN! THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!

THESE INGENIOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

SPIDEY'S COSTUME

SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNER LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!

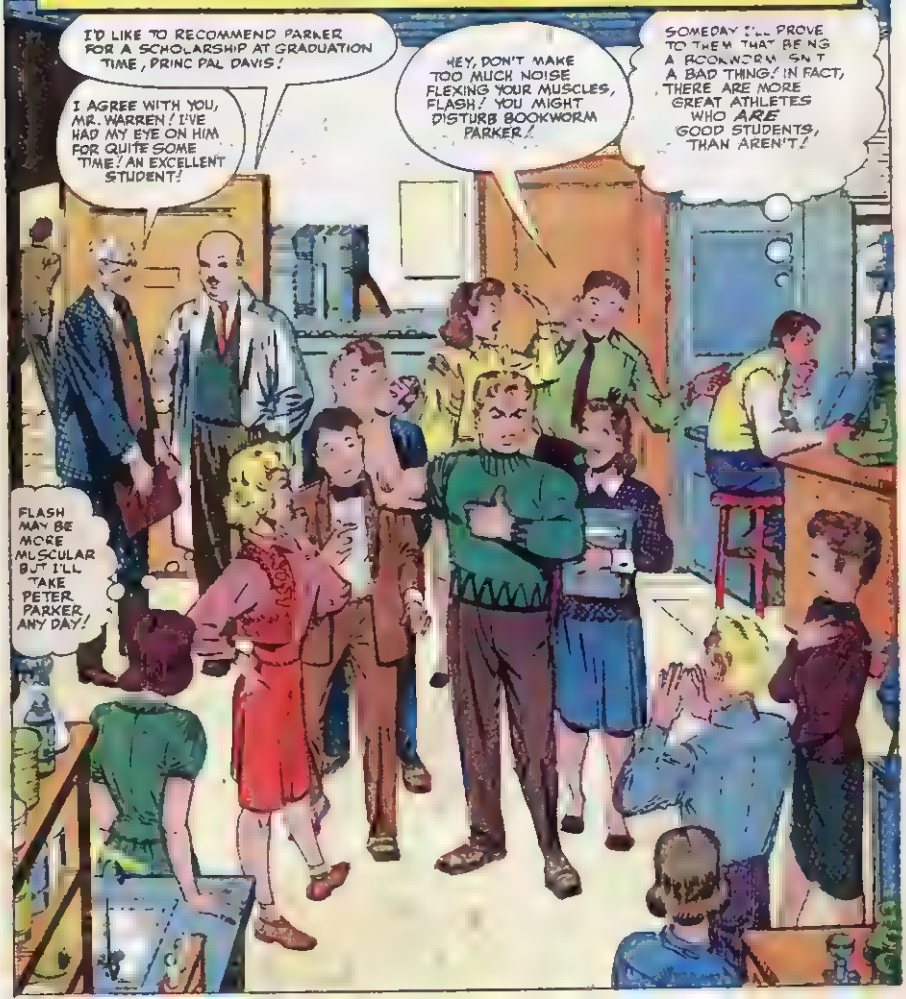
PETER PARKER'S FAVORITE HEEL and Heart-Throb

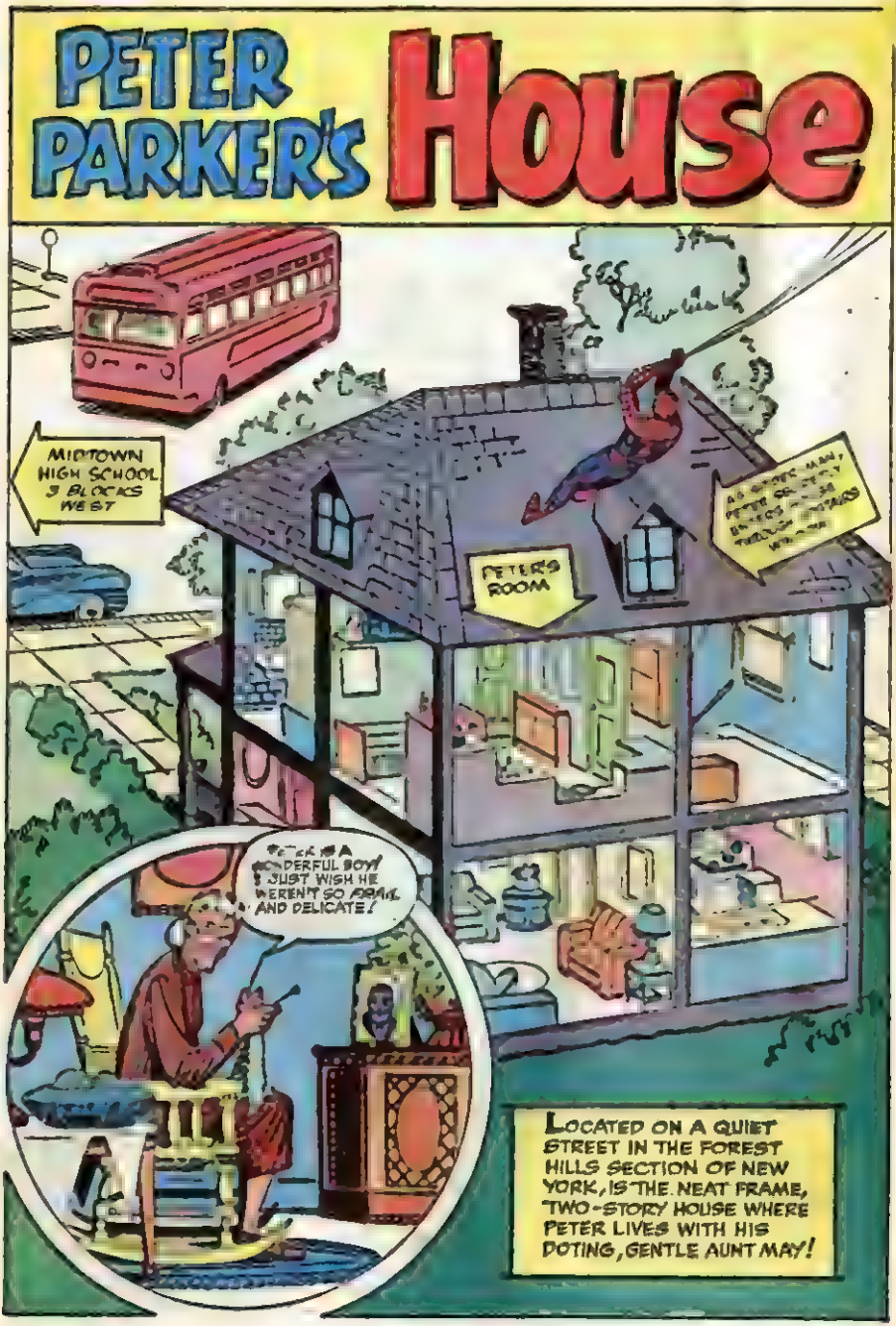
NOW
THIS MENACE MUST BE STOPPED!!
MISS BRANT!! IF YOU INSIST ON TALKING TO THAT WEAK-KNEED, WEAK-WITTED PETER PARKER, DO IT ON YOUR OWN TIME! MISS BRANT!! AT LEAST SHUT UP LONG ENOUGH TO NOD TO ME WHILE I'M YELLING AT YOU!
YOU'LL HAVE TO SPEAK LOUDER, PETER... THERE'S A LOT OF NOISE HERE AT THE OFFICE! WHAT'S THAT? NO, I DON'T WANT TO TALK ABOUT SPIDER-MAN ... I WANT TO TALK ABOUT YOU!

PETER PARKER AS.. SPIDER-MAN
Best wishes from your pal, Spidey

PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ---


I'D LIKE TO RECOMMEND PARKER FOR A SCHOLARSHIP AT GRADUATION TIME, PRINCIPAL DAVIS!
I AGREE WITH YOU, MR. WARREN! I'VE HAD MY EYE ON HIM FOR QUITE SOME TIME! AN EXCELLENT STUDENT!
HEY, DON'T MAKE TOO MUCH NOISE FLEXING YOUR MUSCLES, FLASH! YOU MIGHT DISTURB BOOKWORM PARKER!
SOMEDAY I'LL PROVE TO THEM THAT BEING A BOOKWORM ISN'T A BAD THING! IN FACT, THERE ARE MORE GREAT ATHLETES WHO ARE GOOD STUDENTS, THAN AREN'T!
FLASH MAY BE MORE MUSCULAR BUT I'LL TAKE PETER PARKER, ANY DAY!

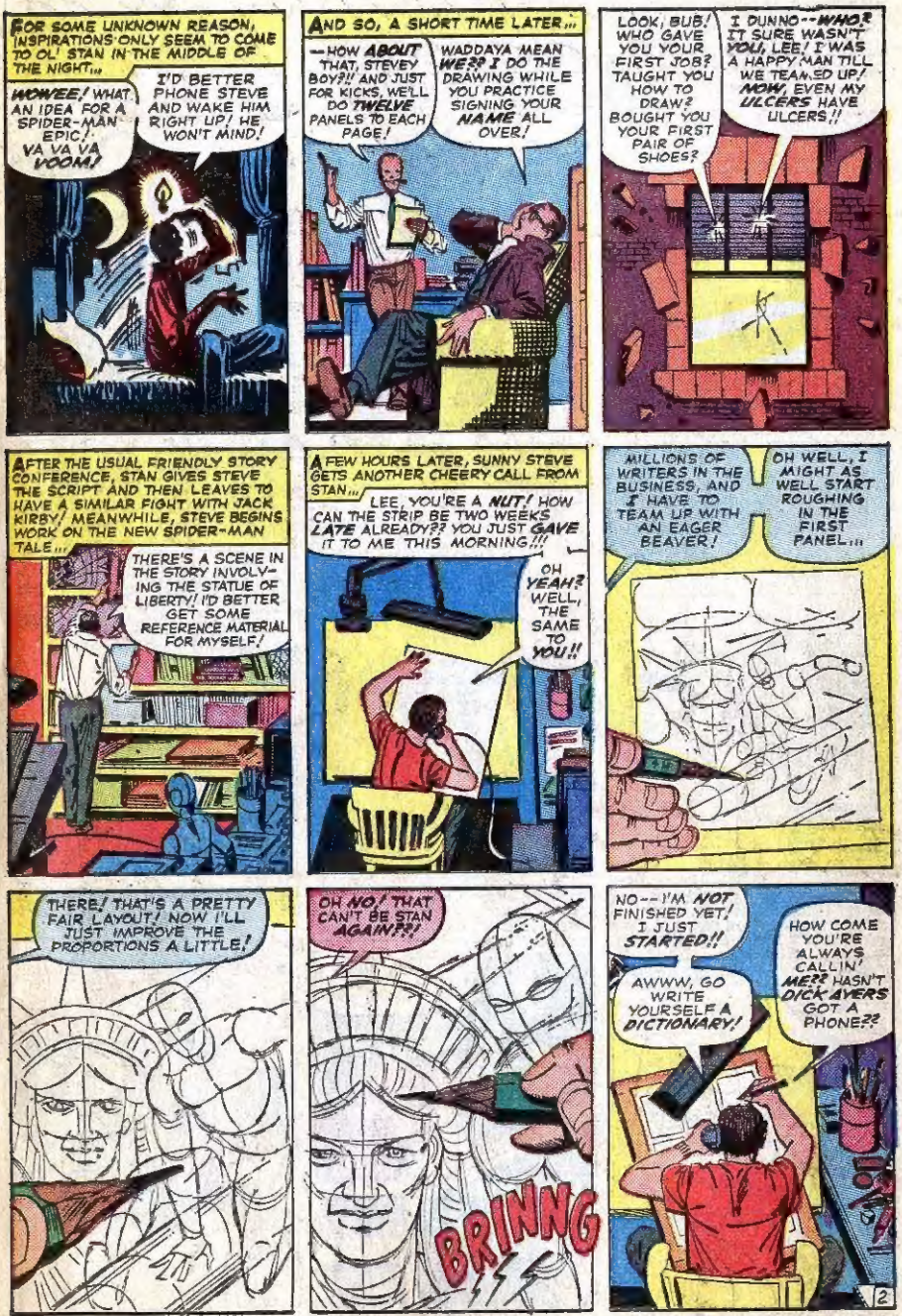

PETER PARKER'S House
MIDTOWN HIGH SCHOOL 3 BLOCKS WEST
PETER'S ROOM
A WONDERFUL BOY! I JUST WISH HE WEREN'T SO FRAIL AND DELICATE!
LOCATED ON A QUIET STREET IN THE FOREST HILLS SECTION OF NEW YORK, IS THE NEAT FRAME, TWO-STORY HOUSE WHERE PETER LIVES WITH HIS DOTING, GENTLE AUNT MAY!

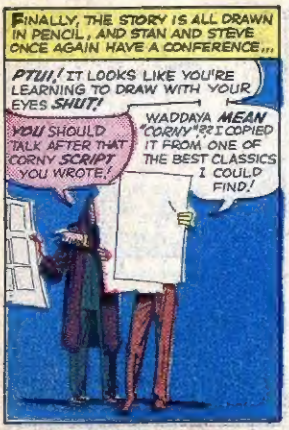
GUEST STAR PAGE

FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!

HOW STAN LEE and STEVE DITKO CREATE SPIDER-MAN!

ON THESE THREE PAGES, STAN AND STEVE REALLY UNWIND AND HAVE SOME FUN! WE HOPE YOU'LL ENJOY THIS FEATURETTE AS MUCH AS THEY ENJOYED DOING IT!
Stan Lee
Steve Ditko
X-746
1


FOR SOME UNKNOWN REASON, INSPIRATIONS ONLY SEEM TO COME TO OL' STAN IN THE MIDDLE OF THE NIGHT...
WOWEE! WHAT AN IDEA FOR A SPIDER-MAN EPIC! VA VA VA VOOM!
I'D BETTER PHONE STEVE AND WAKE HIM RIGHT UP! HE WON'T MIND!
AND SO, A SHORT TIME LATER...
--HOW ABOUT THAT, STEVEY BOY?!! AND JUST FOR KICKS, WE'LL DO TWELVE PANELS TO EACH PAGE!
WADDAYA MEAN WE?? I DO THE DRAWING WHILE YOU PRACTICE SIGNING YOUR NAME ALL OVER!
LOOK, BUB! WHO GAVE YOU YOUR FIRST JOB? TAUGHT YOU HOW TO DRAW? BOUGHT YOU YOUR FIRST PAIR OF SHOES?
I DUNNO--WHO? IT SURE WASN'T YOU, LEE! I WAS A HAPPY MAN TILL WE TEAMED UP! NOW, EVEN MY ULCERS HAVE ULCERS!!
AFTER THE USUAL FRIENDLY STORY CONFERENCE, STAN GIVES STEVE THE SCRIPT AND THEN LEAVES TO HAVE A SIMILAR FIGHT WITH JACK KIRBY! MEANWHILE, STEVE BEGINS WORK ON THE NEW SPIDER-MAN TALE...
THERE'S A SCENE IN THE STORY INVOLVING THE STATUE OF LIBERTY! I'D BETTER GET SOME REFERENCE MATERIAL FOR MYSELF!
A FEW HOURS LATER, SUNNY STEVE GETS ANOTHER CHEERY CALL FROM STAN...
LEE, YOU'RE A NUT! HOW CAN THE STRIP BE TWO WEEKS LATE ALREADY?? YOU JUST GAVE IT TO ME THIS MORNING!!!
OH YEAH? WELL, THE SAME TO YOU!!
MILLIONS OF WRITERS IN THE BUSINESS, AND I HAVE TO TEAM UP WITH AN EAGER BEAVER!
OH WELL, I MIGHT AS WELL START ROUGHING IN THE FIRST PANEL...
THERE! THAT'S A PRETTY FAIR LAYOUT! NOW I'LL JUST IMPROVE THE PROPORTIONS A LITTLE!
OH NO! THAT CAN'T BE STAN AGAIN!?!
BRINNG
NO--I'M NOT FINISHED YET! I JUST STARTED!!
AWWW, GO WRITE YOURSELF A DICTIONARY!
HOW COME YOU'RE ALWAYS CALLIN' ME?? HASN'T DICK AYERS GOT A PHONE??
2

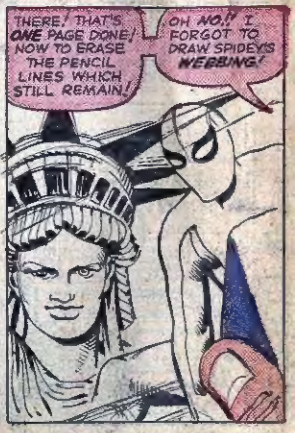

FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...
PTUI,! IT LOOKS LIKE YOU'RE LEARNING TO DRAW WITH YOUR EYES SHUT!
YOU SHOULD TALK AFTER THAT CORNY SCRIPT YOU WROTE!
WADDAYA MEAN "CORNY"?? I COPIED IT FROM ONE OF THE BEST CLASSICS I COULD FIND!

AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...
MY FRIEND SAM CAN WRITE BETTER THAN YOU--AND HE'S A COCKER SPANIAL!
AH HA!! HE'S PROBABLY THE ONE WHO DOES YOUR INKING FOR YOU!
HOW COME YOU DON'T USE SOME OF THOSE GAGS IN YOUR SCRIPTS??
WHAT FOR? YOU'D ONLY RUIN 'EM WITH YOUR =UGH= ARTWORK!

BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED! THEN, WHEN STEVE GETS IT BACK...
HELLO, OPERATOR? IF I GET ANY CALLS FROM A GUY NAMED LEE, TELL HIM I'VE BEEN DRAFTED!
NOW MAYBE I'LL GET THIS STRIP INKED IN PEACE!

STAN'S PROBABLY WRITTEN THE AVENGERS AND THE X-MEN BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!

NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...


THERE! THAT'S ONE PAGE DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!
OH NO!! I FORGOT TO DRAW SPIDEY'S WEBBING!

IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY STILL WOULDN'T BE ENOUGH TO FIT AROUND LEE'S SWELLED HEAD!!
3

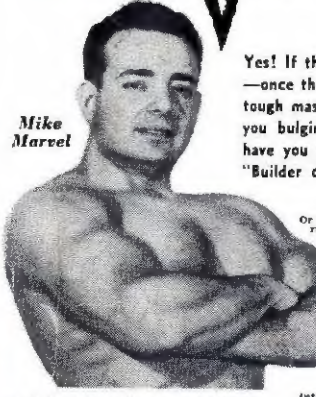
FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...
=WHEW!= FINISHED AT LAST! I THINK I'LL SLEEP FOR A WHOLE WEEK NOW!

BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...
WOWEE! ANOTHER IDEA! THIS ONE'S BETTER THAN THE LAST!
WON'T STEVERINO BE HAPPY! I'D BETTER CALL HIM RIGHT AWAY AND BREAK THE GOOD NEWS!
THE END
NATURALLY, DEAR FRIENDS, WE'RE ONLY KIDDING! BUT WAIT TILL NEXT "ANNUAL" TIME! WE'LL PROBABLY HAVE SPIDEY TELL HOW ME CREATED STAN AND STEVE!

BOYS! MEN!

MY SECRET NEW DYNAFLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells —NO EXERCISE AT ALL!



Mike Marvel

Yes! If they LAUGH at you now when you take off your shirt—they'll be amazed —once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies"),

In my classes this same course of Instruction would cost $110.00.

ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny, or sagging with unsightly fat — my secret DYNAFLEX method will cram pep, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAFLEX makes you a two-fisted dynamo of manly beauty, rippling with power, glowing with magnetic appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and rip-roaring ...for the first time in years!

PROOF!

"I tried two other systems, before my buddy told me about DYNAFLEX. It really works —and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!" L. C., New York City

"I never thought you could build terrific muscles without exercises or weights. Started DYNAFLEX two weeks ago, and am building at that physique." E. G., Detroit, Mich.

"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX." F. S., Chicago, Ill.

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do they laugh and grin when you take off your shirt?

BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build. I can take those skeleton arms and PACK EVERY INCH with explosive virile MAN-MUSCLE. I can take that caved-in chest and build on six rugged inches of strong sinew MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have them gasping with awe and admiration! And with NO tiring exercise, NO high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, handsome FAT? Puny muscles—sagging stomach—bloated face—arms heavy with layers of MUUMBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, wake up fella! THIS IS IT! I will peel off that fat and give you a lean virile DYNAFLEX BODY, armored with a sheath of hard tough handsome muscle. I can build you into a healthy, streamlined HERCULES—bursting with dynamic manly strength. I'll give you a taut rock-hard midsection—legs muscled like coil steel springs. I can pack solid DYNAFLEX into your fists and give you a rugged handsome build brim-full of the magnetic SUPER-BODY APPEAL. And with NO exercise device — NO fatiguing calisthenics — NO expensive health-foods!

HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAFLEX is the modern miracle of body-building. It takes no tiresome exercises, "crash" diets, protein foods, and no weights or bar-bells. DYNAFLEX is the dazzling discovery of a West German Doctor whose research into the Science of Strength found a thrilling new way to build GIANT DYNAMIC MUSCLES in ten minutes a day. With DYNAFLEX you "flex" each muscle once—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAFLEX you get bigger results in ten minutes that after hours of grunting and groaning, hefting heavy weights.

DYNAFLEX coaxes each muscle in your body to bring out its round, steely fullness and eating symmetery. DYNAFLEX packs that muscle with glowing vibrant new strength and energy—FAST. In ten minutes a day DYNAFLEX cover your bony frame with healthy rippling muscle—give you a deep, powerful chest—solid shoulders and arms like wrists—tough, slim midsection—and trim, steel-spring legs—simply thru "DYNAFLEXING" each muscle once day! There's nothing wrong with the bar-bell and weight-lifting method . . . but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it better—bigger—faster—easier with the DYNAFLEX SECRET?

STRONG-MAN BODY THAT'S ADMIRED!

Be honest. Down deep you KNOW you envy the boy with the virile, magnificent build. Every man and boy secretly desires a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim trim and springy, power-packed legs. Be a fellow with TWO-PISTED BIG MUSCLE APPEAL . . . they only laugh at skinny guys or "fatso's".

Let me give you a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest—he-man appeal. I can build three inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength, give you a crushing grip, legs crammed with steel springs, and that lean taut rock-proof midsection. Pack your body with energy and stamina that will help make you popular.

GIVE ME TEN MINUTES A DAY —THAT'S ALL!

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, flabby frame—get ready for adventure and romance with a solid physique that glows and vibrates with new virile man appeal. You'll be really proud to have people see your MAGNIFICENT HE-MAN MUSCLES at the beach or gym. And, when the fellows stare with envy and jealousy—when friends crowd around to squeeze your iron biceps or touch your bulging brawny chest—when they ask in amazement HOW you did it—tell them about the Magic Secret of DYNAFLEX!

Your Pal,
MIKE MARVEL
"Builder of Champion Bodies"

YOU PAY ONLY
$1.98
COMPLETE
Nothing Else To Buy

Mike Marvel System, Dept. H-399, 285 Market Street, Newark, N. J.

FREE! "SECRETS OF BEING ATTRACTIVE!"

Fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you. this exciting and informative book. Discover a secret method for developing a new, almost MAGNETIC way of being attractive and popular! At parties, at the beach—you will have people clustering around you the people clustering around you breathlessly, while the guys watch enviously. "What does HE have that WE don't?" they will say. The answer is in this exciting new book, your GIFT from Mike Marvel. Fill out and mail the coupon NOW!

Outside USA: Send International Money Order or cash. Great Britain: $1.98 is about 15 shillings. For air mail delivery, send 1 pound.

MAIL MONEY-SAVING NO-RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE—Complete System $1.98.

- ☐ Lose fat, be trim and solid
- ☐ Build deep brawny chest, bulging with vigorous strength
- ☐ Lose fat, be trim, strong handsome
- ☐ Mold mighty back broad beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grip, two-fisted punch-power

MIKE MARVEL SYSTEM, Dept. H-399
285 Market Street
Newark, New Jersey.

Okay, Mike! Here's $1.98. Send me your COMPLETE (nothing else to buy later) body-building course. I want to use your new secret of DYNAFLEX to win a HERCULES HE-MAN BODY in just ten minutes a day. Rush my copies of the DYNAFLEX SYSTEM and my free gift book "Secrets of Being Attractive" on your money-back guarantee, in plain wrappers. If I don't develop a splendid physique and become more popular you will refund my money in full.

NAME _____ AGE _____

ADDRESS _____

CITY _____ ZONE _____ STATE _____
(Please Print)

100 PC. TOY SOLDIER SET

$1.25

MADE OF DURABLE PLASTIC, EACH WITH ITS OWN BASE.

An imaginary war scene is shown above

EACH FOOTLOCKER CONTAINS:

4 Tanks	8 Machinegunners	4 Bombers
4 Jeeps	8 Sharpshooters	4 Trucks
4 Battleships	4 Infantrymen	8 Jet Planes
4 Cruisers	8 Officers	8 Cannon
4 Sailors	8 Waves	4 Bazookamen
4 Riflemen	8 Wacs	4 Marksmen

100 TOY SOLDIERS DEPT. TMA
CARLE PLACE,
LONG ISLAND, N. Y.
HERE'S MY $1.25!

NO C.O.D's

Rush the TOY SOLDIERS TO ME!

Name.....

Address.....

City..... State.....

Canadian and foreign orders:
Send $1.50 international money order